

BGC Partners, Inc.
Form 8-K/A
December 17, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 11, 2015

BGC Partners, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-28191, 1-35591
(Commission
File Numbers)

13-4063515
(IRS Employer
Identification No.)

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499 Park Avenue, New York, NY 10022

(Address of principal executive offices)

Registrant's telephone number, including area code (212) 610-2200

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

EXPLANATORY NOTE

On December 14, 2015, BGC Partners, Inc. filed with the Securities and Exchange Commission (the SEC) a Current Report on Form 8-K reporting the completion of the disposition of all of the equity interests in the entities that make up the Trayport business to Intercontinental Exchange, Inc. This Amendment No. 1 to Current Report on Form 8-K/A amends Item 2.01 and Item 9.01 of the Current Report on Form 8-K filed on December 14, 2015 to present certain unaudited pro forma financial information in connection with such transaction, which unaudited pro forma financial information is filed as an exhibit hereto.

ITEM 2.01. COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS

As previously reported, on December 11, 2015 BGC Partners, Inc. (the Company or BGC) completed the disposition of all the equity interests in the entities that make up the Trayport business of the Company's consolidated subsidiary GFI Group Inc. (GFI) to Intercontinental Exchange, Inc. (ICE) for 2,527,658 shares of the common stock of ICE with respect to the \$650 million purchase price as adjusted at closing (the Trayport Transaction). The Trayport Transaction was pursuant to the previously reported Stock Purchase Agreement, dated as of November 15, 2015, by and among GFINet, Inc., GFI TP Holdings Pte Ltd., ICE, GFI, and BGC. The Company has the right to sell the shares of ICE common stock that it received upon completion of the Trayport Transaction pursuant to a registration rights agreement entered into at the closing. In connection with the completion of the Trayport Transaction, the Company incurred a banking fee from Cantor Fitzgerald & Co., an affiliate, of approximately \$5.1 million.

Discussion of Forward-Looking Statements by BGC Partners

Statements in this report regarding BGC that are not historical facts are forward-looking statements that involve risks and uncertainties. Except as required by law, BGC undertakes no obligation to release any revisions to any forward-looking statements. For a discussion of additional risks and uncertainties, which could cause actual events and results to differ from those contained in the forward-looking statements, see BGC's SEC filings, including, but not limited to, the risk factors set forth in its public filings, including its most recent Form 10-K and any updates to such risk factors contained in subsequent Form 10-Q or Form 8-K filings. These risks include those related to the possibility that any of the anticipated benefits of the Trayport Transaction will not be realized; the effect of such transaction on BGC's business relationships, operating results and business generally; general competitive, economic, political and market conditions and fluctuations; and actions taken or conditions imposed by regulatory authorities.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(b) *Pro Forma Financial Information*

The unaudited pro forma condensed consolidated and combined financial information specified in Article 11 of Regulation S-X is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

(d) *Exhibits*

- 99.1 Unaudited pro forma condensed consolidated and combined financial information, giving effect to the Trayport Transaction:

Unaudited pro forma condensed consolidated and combined statement of financial condition as of September 30, 2015.

Unaudited pro forma condensed consolidated and combined statements of operations for the year ended December 31, 2014 and for the nine months ended September 30, 2015.

- 99.2 Form 8-K/A filed with the Securities and Exchange Commission on May 8, 2015 and its related Exhibits, incorporated herein by reference to such Form 8-K/A, which include:

Exhibit 23.1 Consent of PricewaterhouseCoopers LLP.

Exhibit 99.1 Audited consolidated statements of financial condition of GFI Group Inc. and its subsidiaries as of December 31, 2014 and December 31, 2013, and the related consolidated statements of operations, comprehensive loss, cash flows, and changes in stockholders' equity and financial statement schedule for each of the three years in the period ended December 31, 2014, the Notes to Consolidated Financial Statements and the Report of Independent Registered Public Accounting Firm.

Exhibit 99.2 Unaudited pro forma condensed combined financial information of BGC Partners, Inc. as of and for the year ended December 31, 2014, giving effect to its probable acquisition of 100% of the outstanding shares of GFI Group Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BGC Partners, Inc.

Date: December 17, 2015

By: /s/ HOWARD W. LUTNICK

Name: **Howard W. Lutnick**

Title: **Chairman and Chief Executive Officer**

[Signature page to Form 8-K/A, filed on December 17, 2015, regarding the Company's pro forma information with respect to the Trayport Transaction]

EXHIBIT INDEX

Exhibit

Number

Exhibit Title

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