

BGC Partners, Inc.  
Form 8-K  
June 28, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of Earliest Event Reported): June 28, 2012**

**BGC Partners, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-28191**  
(Commission  
File Number)  
**499 Park Avenue, New York, NY 10022**

**13-4063515**  
(I.R.S. Employer  
Identification No.)

Edgar Filing: BGC Partners, Inc. - Form 8-K

(Address of principal executive offices)

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

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 June 27, 2012, Wells Fargo Securities, LLC, ( Wells Fargo ), as representative of the underwriters named in Exhibit A (the Underwriters ) to that certain Underwriting Agreement, dated as of June 21, 2012, by and among BGC Partners, Inc. (the Company ) and Wells Fargo, as representative of the Underwriters, exercised the option pursuant to Section 2(b) thereof to purchase an additional \$12,500,000 aggregate principal amount of the Company s 8.125% Senior Notes due 2042 (the Additional Notes ) registered under the Company s effective Shelf Registration Statement on Form S-3, as amended (Registration No. 333-180331). The Additional Notes were issued at a closing on June 28, 2012.

The Company is filing this Current Report on Form 8-K solely to file as Exhibit 5.1 hereto the legal opinion of Morgan, Lewis & Bockius LLP dated June 28, 2012 as to the legality of the Additional Notes.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Morgan, Lewis & Bockius LLP
23.1	Consent of Morgan, Lewis & Bockius LLP (included in its Opinion filed as Exhibit 5.1)

**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: June 28, 2012

By: /s/ Howard W. Lutnick  
Name: Howard W. Lutnick  
Title: Chairman and Chief Executive Officer

**Exhibit List**

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Morgan, Lewis & Bockius LLP
23.1	Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1)