

BGC Partners, Inc.  
Form 8-A12B  
June 29, 2012

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

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**BGC PARTNERS, INC.**

(Exact name of registrant as specified in its charter)

**499 Park Avenue**

**Delaware**  
(State of incorporation  
or organization)

**New York, NY 10022**  
(Address of principal executive  
offices, including zip code)

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

Securities to be registered pursuant to Section 12(b) of the Act:

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<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
8.125% Senior Notes due 2042	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  "

Securities Act registration statement file numbers to which this form relates: 333-180331

Securities to be registered pursuant to Section 12(g) of the Act: None

The Commission is respectfully requested to send copies of all notices, orders and communications to:

Stephen M. Merkel	Christopher T. Jensen
BGC Partners, Inc.	Howard Kenny
499 Park Avenue	Morgan, Lewis & Bockius LLP
New York, New York 10022	101 Park Avenue
(212) 610-2200	New York, New York 10178
(212) 829-4708 fax	(212) 309-6000
	(212) 309-6001 fax

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

Item 1. Description of Registrant's Securities to be Registered.

The class of securities to be registered hereby is the 8.125% Senior Notes due 2042 ( Notes ) of BGC Partners, Inc., a Delaware corporation (the Registrant ).

For a description of the Notes, reference is made to (i) the information under the heading Description of the Debt Securities in the Registrant's prospectus, dated June 12, 2012, included in the Registrant's Registration Statement on Form S-3 (Registration Statement No. 333-180331), as amended, filed with the Securities and Exchange Commission (the Commission ) under the Securities Act of 1933, as amended ( Securities Act ), on March 23, 2012, as amended by Amendment No. 1 thereto, filed on June 8, 2012, and (ii) the information under the heading Description of the Notes included in the Prospectus Supplement with respect to the Notes, dated June 21, 2012, filed with the Commission pursuant to Rule 424(b)(2) of the general rules and regulations of the Securities Act on June 22, 2012, which information is incorporated herein by reference.

Item 2. Exhibits.

Under the instructions as to exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered with the New York Stock Exchange, LLC, and the Notes registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: June 29, 2012

BGC PARTNERS, INC.

By: /s/ A. Graham Sadler

Name: A. Graham Sadler

Title: Chief Financial Officer