

BGC Partners, Inc.  
Form 8-K  
December 19, 2014

**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): December 18, 2014**

**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)**  
**499 Park Avenue, New York, NY 10022**

**13-4063515**  
**(IRS Employer**

**Identification No.)**

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**(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:

- .. 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))

**ITEM 1.02 TERMINATION OF A MATERIAL DEFINITIVE AGREEMENT.**

As previously reported, BGC Partners, Inc. (the Company ) entered into a commitment letter (the Commitment Letter ), dated as of October 21, 2014, with Morgan Stanley Senior Funding, Inc. ( Morgan Stanley ) pursuant to which Morgan Stanley had committed to provide to the Company, subject to certain conditions as more fully described in the Commitment Letter, senior unsecured bank financing of up to \$350 million under a 364-day bridge facility.

Also as previously reported, the Company issued on December 9, 2014, \$300 million aggregate principal amount of its 5.375% senior notes due 2019 (the notes ). The proceeds received by the Company from the issuance of the notes supplanted funding pursuant to the Commitment Letter; therefore, the Company elected to terminate the Commitment Letter, effective December 18, 2014.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

BGC Partners, Inc.

Date: December 19, 2014

By: /s/ Howard W. Lutnick

Name: Howard W. Lutnick

Title: Chairman and Chief Executive Officer

*[Signature Page to Form 8-K, dated December 19, 2014, with respect to the termination of the Commitment Letter between BGC Partners, Inc. and Morgan Stanley Senior Funding, Inc.]*