

GFI Group Inc.  
Form DFAN14A  
January 09, 2015

**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): January 9, 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)**  
**499 Park Avenue, New York, NY 10022**

**13-4063515**  
**(I.R.S. Employer**

**Identification No.)**

(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:

- ☐ 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 8.01. OTHER EVENTS**

On January 9, 2015, BGC Partners, Inc. ( BGC Partners or the Company ) issued two press releases relating to its tender offer to acquire all of the outstanding shares of GFI Group Inc. for \$5.45 per share in cash and related proxy statement.

A copy of the press releases are attached as Exhibits 99.1 and 99.2 to this Current Report on Form 8-K and are hereby incorporated by reference herein.

**Discussion of Forward-Looking Statements by BGC Partners**

Statements in this report regarding BGC Partners business that are not historical facts are forward-looking statements that involve risks and uncertainties. Except as required by law, BGC Partners undertakes no obligation to release any revisions to any forward-looking statements. For a discussion of additional risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see BGC Partners Securities and Exchange Commission filings, including, but not limited to, the risk factors set forth in our public filings, including our most recent Form 10-K and any updates to such risk factors contained in subsequent Form 10-Q or Form 8-K filings.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	BGC Partners, Inc. press release dated January 9, 2015 announcing preliminary proxy filing
99.2	BGC Partners, Inc. press release dated January 9, 2015 regarding a letter to the GFI board and special committee

**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: January 9, 2015

By: /s/ Howard W. Lutnick

Name: Howard W. Lutnick

Title: Chairman and Chief Executive Officer

*[Signature Page to Form 8-K, dated January 9, 2015, regarding two press releases relating to its tender offer to acquire all of the outstanding shares of GFI Group Inc. for \$5.45 per share in cash and related proxy.]*

**Exhibit List**

<b>Exhibit No.</b>	<b>Description</b>
99.1	BGC Partners, Inc. press release dated January 9, 2015 regarding preliminary proxy filing.
99.2	BGC Partners, Inc. press release dated January 9, 2015 regarding a letter to the GFI board and special committee