

VECTOR GROUP LTD  
Form 8-K  
May 27, 2011

**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): May 25, 2011**

**VECTOR GROUP LTD.**

(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE**

(State or Other Jurisdiction of Incorporation)

**1-5759**

(Commission File Number)

**65-0949535**

(I.R.S. Employer Identification No.)

**100 S.E. Second Street, Miami, Florida**

(Address of Principal Executive Offices)

**33131**

(Zip Code)

**(305) 579-8000**

(Registrant's Telephone Number, Including Area Code)

**(Not Applicable)**

(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))
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**Item 5.07. Submission of Matters to a Vote of Security Holders**

On May 25, 2011, Vector Group Ltd. held its 2011 annual meeting of stockholders, where stockholders considered and voted upon the following proposals:

**Proposal 1: To elect seven directors of the Company.**

By vote reflected below, each of the directors nominated was elected.

| <b>Nominee</b>      | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|---------------------|------------|-----------------|-------------------------|
| Bennett S. LeBow    | 37,589,701 | 15,034,259      | 16,568,121              |
| Howard M. Lorber    | 37,479,972 | 15,143,988      | 16,568,121              |
| Ronald J. Bernstein | 37,791,763 | 14,832,197      | 16,568,121              |
| Henry C. Beinstein  | 37,722,044 | 14,901,916      | 16,568,121              |
| Robert J. Eide      | 37,818,914 | 14,805,046      | 16,568,121              |
| Jeffrey S. Podell   | 37,530,088 | 15,093,872      | 16,568,121              |
| Jean E. Sharpe      | 37,793,461 | 14,830,499      | 16,568,121              |

**Proposal 2: To approve the Incentive Compensation Plan.**

By vote reflected below, the Incentive Compensation Plan was approved.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 36,742,488 | 15,496,453     | 385,012        | 16,568,128              |

**Proposal 3: Advisory vote on the compensation of the Company's named executive officers.**

By vote reflected below, the Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 32,981,453 | 4,893,606      | 14,748,897     | 16,568,125              |

**Proposal 4: Advisory vote on the frequency of future advisory votes on the compensation of the Company's named executive officers.**

By vote reflected below, the Company's stockholders recommended, on an advisory basis, that the Company conduct future advisory votes on the compensation of the Company's named executive officers on an annual basis.

| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|---------------|----------------|----------------|----------------|-------------------------|
| 35,975,908    | 305,868        | 1,620,782      | 14,721,394     | 16,568,129              |

After consideration of the recommendation of the Company's stockholders, the Company's Board of Directors has determined that the Company will hold future advisory votes on the compensation of the Company's named executive officers on an annual basis until the next advisory vote regarding frequency.

**Proposal 5: Ratification of the selection of PricewaterhouseCoopers LLP as Independent Registered Certified Public Accounting Firm for the fiscal year ending December 31, 2011.**

By vote reflected below, the selection of the independent registered certified public accounting firm was ratified.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 54,371,550 | 292,393        | 14,528,138     |

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**SIGNATURE**

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

**VECTOR GROUP LTD.**

By: /s/ J. Bryant Kirkland III  
J. Bryant Kirkland III  
Vice President, Treasurer and Chief Financial  
Officer

Date: May 27, 2011

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