

**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 30, 2021 (December 29, 2021)

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.)

4400 Biscayne Boulevard Miami Florida
(Address of Principal Executive Offices)

33137
(Zip Code)

(305) 579-8000
(Registrant's Telephone Number, Including Area Code)

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))

Securities Registered Pursuant to 12(b) of the Act:

Title of each class:	Trading Symbol(s)	Name of each exchange on which registered:
Common stock, par value \$0.10 per share	VGR	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

Completion of Douglas Elliman Spin-Off

On December 30, 2021 Vector Group Ltd. (“Vector Group”) announced that at 11:59 p.m., New York City time, on December 29, 2021, it completed the spin-off of Douglas Elliman Inc. (“Douglas Elliman”) into a standalone, publicly traded company. Douglas Elliman’s common stock will begin “regular way” trading on the New York Stock Exchange on December 30, 2021 under the symbol “DOUG”.

Vector Group will continue to operate its tobacco business, which includes the manufacturing and sale of cigarettes in the U.S. through its subsidiaries Liggett Group LLC and Vector Tobacco Inc., and will continue to own interests in numerous properties and real estate projects across the U.S. through New Valley LLC.

A copy of the press release related to the completion of the spin-off of Douglas Elliman is attached as Exhibit 99.1 and is incorporated herein by reference.

The information furnished under Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of Vector Group’s filings under the Securities Act or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

This Current Report on Form 8-K contains forward-looking statements, which involve risk and uncertainties. The words “believe,” “expect,” “estimate,” “may,” “will,” “could,” “plan,” or “continue” and similar expressions are intended to identify forward-looking statements. Vector Group’s actual results could differ significantly from the results discussed in such forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include, without limitation, those discussed under the heading “Risk Factors” in Vector Group’s Annual Report on Form 10-K for the year ended December 31, 2020 and in Vector Group’s Form 10-Q for the quarterly period ended September 30, 2021. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Current Report on Form 8-K. Vector Group undertakes no obligation to (and expressly disclaims any obligation to) revise or update any forward-looking statement, whether as a result of new information, subsequent events, or otherwise (except as may be required by law), in order to reflect any event or circumstance which may arise after the date of this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

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|------|---|
| 99.1 | Press release issued by Vector Group Ltd. on December 30, 2021, announcing the completion of the spin-off of Douglas Elliman Inc. |
| 104 | Cover Page Interactive Data File (embedded within the inline XRBL document). |

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.

VECTOR GROUP LTD.

Date: December 30, 2021

By: /s/ J. Bryant Kirkland III

Name: J. Bryant Kirkland III

Title: Senior Vice President,

Treasurer and Chief Financial Officer



Vector Group Announces Completion of Douglas Elliman Spin-off

Vector Group will Continue to Trade on the NYSE under the Symbol "VGR"

MIAMI, FL— December 30, 2021 — Vector Group Ltd. (NYSE: VGR) (“Vector Group”) has completed the spin-off of Douglas Elliman Inc. (“Douglas Elliman”) into a standalone, publicly traded company. Douglas Elliman’s common stock will begin “regular way” trading on the New York Stock Exchange (“NYSE”) on December 30, 2021 under the symbol “DOUG” and Vector Group will continue to trade on the NYSE under the symbol “VGR”.

Vector Group will continue to operate its tobacco business, which includes the manufacturing and sale of cigarettes in the U.S. through its subsidiaries Liggett Group LLC and Vector Tobacco Inc., and will continue to own interests in numerous properties and real estate projects across the U.S. through New Valley LLC.

“Vector Group is well positioned to continue driving revenue growth and margin improvement by strengthening our tobacco brand portfolio and continuing to improve operating efficiency,” said Howard M. Lorber, Chairman and Chief Executive Officer of Vector Group. “This spin-off enables Vector Group to continue capitalizing on the attractive value proposition in the deep discount segment of the tobacco market and enhances our strategic flexibility as a standalone company.”

At 11:59 p.m. ET on December 29, 2021, Vector Group distributed all of the outstanding shares of Douglas Elliman common stock to Vector Group’s common stockholders. Each Vector Group common stockholder (including Vector Group common stock underlying outstanding Vector Group stock option awards and restricted stock awards) received one share of Douglas Elliman common stock for every two shares of Vector Group common stock held as of the close of business on December 20, 2021, the record date.

The receipt of Douglas Elliman common stock in the distribution is tax-free to Vector Group stockholders for United States federal income tax purposes (other than Vector Group common stock underlying outstanding Vector Group stock option awards and restricted stock awards). Vector Group encourages stockholders to consult with their tax advisors with respect to United States federal, state, local and foreign tax consequences of the spin-off.

Jefferies LLC served as financial advisor to Vector Group and Sullivan & Cromwell LLP served as legal counsel to Vector Group and Douglas Elliman.

About Vector Group Ltd.

Vector Group is a holding company for Liggett Group LLC, Vector Tobacco Inc. and New Valley LLC. Additional information concerning Vector Group is available on its website, www.VectorGroupLtd.com.

Investors and others should note that we may post information about Vector Group or its subsidiaries on our website at www.VectorGroupLtd.com and/or at the websites of those subsidiaries or, if applicable, on their accounts on Facebook, Instagram, LinkedIn, TikTok, Twitter, YouTube or other social media platforms. It is possible that the postings or releases could include information deemed to be material information. Therefore, we encourage investors, the media and others interested in Vector Group to review the information we post on our website at www.VectorGroupLtd.com, on the websites of our subsidiaries and on their social media accounts.



Special Note on Forward-Looking Statements

This press release may contain “forward-looking statements” within the meaning of the federal securities laws. Forward-looking statements include information relating to our intent, belief or current expectations, primarily with respect to, but not limited to, economic outlook, capital expenditures, cost reduction, cash flows, operating performance, growth expectations, competition, legislation and regulations, litigation, and related industry developments (including trends affecting our business, financial condition and results of operations).

Forward-looking statements can be identified by words or phrases such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may be,” “objective,” “opportunisticly,” “plan,” “potential,” “predict,” “project,” “prospects,” “seek,” and “will be” and similar words or phrases or their negatives. Forward-looking statements involve important risks and uncertainties that could cause our actual results, performance or achievements to differ materially from our anticipated results, performance or achievements expressed or implied by the forward-looking statements. Actual results could differ materially for a variety of reasons. In particular, the extent, duration and severity of the spread of the COVID-19 pandemic and economic consequences stemming from the COVID-19 crisis (including a potential significant economic contraction) as well as related risks and the impact of any of the foregoing on our business, results of operations and liquidity could affect our future results and cause actual results to differ materially from those expressed in forward-looking statements. Further information on the risks and uncertainties to the business of Vector Group include the risk factors described in the filings of Vector Group with the SEC.

The forward-looking statements speak only as of the date they are made, and we disclaim any obligation to update or revise the forward-looking statements contained herein, except as otherwise required by applicable federal securities laws.

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