

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE TO

**Tender Offer Statement Under Section 14(d)(1) Or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 13)**

New Valley Corporation
(Name of Subject Company)

**Vector Group Ltd
VGR Holding LLC**
(Name of Filing Persons – Offerors)

Common Share, par value \$0.01 per share
(Title of Class of Securities)

649080-50-4
(CUSIP Number of Class of Securities)

**Joselynn D. Van Siclen
Vice President and Chief Financial Officer
Vector Group Ltd.
100 S.E. Second Street
Miami, Florida 33131
(305) 579-8000**

(Name, address and telephone number of person authorized
to receive notices and communications on behalf of filing persons)

Copies to:
**Roland Hlawaty, Esq.
Milbank, Tweed, Hadley & McCloy LLP
1 Chase Manhattan Plaza
New York, New York 10005
(212) 530-5735**

Calculation of Filing Fee

Transaction value*	Amount of filing fee
\$87,993,921	\$10,357

* Estimated solely for the purpose of calculating the filing fee pursuant to Rule 0-11 under the Securities Exchange Act of 1934, as amended, based on the product of (i) \$9.15, the market price of the common shares of New Valley Corporation computed in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, based on the average of the high and low sales prices of New Valley Corporation's common shares as quoted on The Nasdaq Stock Market on November 16, 2005 and (ii) 9,616,822, the maximum number of common shares to be acquired pursuant to the offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$10,425.
Form or Registration No.: Form S-4.
Schedule TO.

Filing Party: Vector Group Ltd.
Date Filed: October 20, 2005.
November 16, 2005.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:



1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Vector Group Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Delaware

7. Sole Voting Power:
19,136,393

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:
0

9. Sole Dispositive Power:
19,136,393

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
19,136,393

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):
85.9%

14. Type of Reporting Person (See Instructions):
CO; HC

1. Name of Reporting Person: VGR Holding LLC** I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

7. Sole Voting Power:

19,136,393

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:

0

9. Sole Dispositive Power:

19,136,393

10. Shared Dispositive Power:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

19,136,393

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

85.9%

14. Type of Reporting Person (See Instructions):

CO; HC

** VGR Holding Inc. converted into VGR Holding LLC, a Delaware limited liability company, on December 6, 2005.

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Bennett S. LeBow

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
United States

7. Sole Voting Power:
19,136,393

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power:
0

9. Sole Dispositive Power:
19,135,393

10. Shared Dispositive Power:
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
19,136,393

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):
85.9%

14. Type of Reporting Person (See Instructions):
IN

This Amendment No. 13 to the Tender Offer Statement on Schedule TO and combined Amendment No. 31 to the joint statement on Schedule 13D (together with the Initial Schedule TO (as defined below), as previously amended and as amended hereby, the "Schedule TO"), is filed by Vector Group Ltd., a Delaware corporation ("Vector"), its wholly owned subsidiary, VGR Holding LLC, a Delaware limited liability company ("VGR Holding LLC"), and, with respect to the Schedule 13D, Bennett S. LeBow (together with Vector and VGR Holding LLC, the "Reporting Persons"). The Schedule TO amends and supplements (1) the Tender Offer Statement on Schedule TO filed on October 20, 2005 (the "Initial Schedule TO") and (2) the Reporting Persons' Statement on Schedule 13D, as amended, and relates to the current offer by VGR Holding LLC to exchange shares of Vector common stock for each outstanding common share of New Valley Corporation ("New Valley"), on the terms and conditions contained in Vector's prospectus dated October 20, 2005, as amended, and in the related Letter of Transmittal, copies of which are incorporated by reference to Exhibits (a)(1), as amended, and (a)(2) to the Initial Schedule TO (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

Items 1 through 3, 5 through 11 and 13.

Not applicable.

Item 4. Terms of the Transaction.

The Offer expired at 5:00 p.m. New York City time on Friday, December 9, 2005. VGR Holding LLC accepted for exchange a total of 8,194,597 common shares of New Valley.

Item 12. Exhibits.

(a)(32) Press Release dated December 9, 2005.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

VECTOR GROUP LTD.

By: /s/ Richard J. Lampen
Name: Richard J. Lampen
Title: Executive Vice President

VGR HOLDING LLC

By: /s/ Richard J. Lampen
Name: Richard J. Lampen
Title: Manager

BENNETT S. LEBOW

By: Vector Group Ltd.

By: /s/ Richard J. Lampen
Name: Richard J. Lampen
Title: Executive Vice President

Dated: December 9, 2005

EXHIBIT INDEX

(a)(32) Press Release dated December 9, 2005.

FOR IMMEDIATE RELEASE

Contact: Paul Caminiti/Brandy Bergman/Carrie Bloom
Citigate Sard Verbinnen
212/687 – 8080

VECTOR GROUP SUCCESSFUL IN EXCHANGE OFFER FOR NEW VALLEY

MIAMI, FL, December 9, 2005 — Vector Group Ltd. (NYSE: VGR) announced today that the Company's previously announced exchange offer to acquire all of the outstanding common shares of New Valley Corporation (NASDAQ: NVAL) that Vector Group did not already own has been successful.

Vector Group has accepted for exchange 8,194,597 New Valley common shares that the depository reported as being tendered and not withdrawn as of the expiration of the offer at 5:00 p.m. New York City time, on Friday, December 9, 2005.

The exchange offer results in Vector Group owning a total of 21,043,715 common shares, representing more than 94.5% of the outstanding New Valley common shares. Each common share of New Valley that was tendered will be exchanged for 0.54 shares of Vector Group common stock.

Vector Group expects to complete the short-form merger with New Valley on or about December 13, 2005. In this merger, each New Valley common share other than those owned by Vector Group will be converted into the right to receive 0.54 share of Vector Group common stock, subject to the rights of New Valley's remaining stockholders to seek appraisal under Delaware law. Vector Group intends to send New Valley stockholders who did not tender their common shares in the exchange offer instructions as to how to exchange each of their common shares of New Valley for 0.54 of a share of Vector Group common stock as merger consideration.

About Vector Group Ltd.

Vector Group is a holding company that indirectly owns Liggett Group Inc., Vector Tobacco Inc. and a controlling interest in New Valley Corporation. Additional information concerning the company is available on the company's website, www.VectorGroupLtd.com.

This news release contains certain forward-looking statements about future business transactions involving Vector and New Valley. These statements are not guarantees of future performance and involve certain risks and uncertainties that are difficult to predict. The statements are based upon Vector's current expectations and beliefs and are subject to a number of known and unknown risks and uncertainties that could cause actual results to differ materially from those described in the forward looking statements. Actual results could differ materially from what is expressed or forecasted in this news release. Those risk factors are discussed in the Vector and New Valley Annual Reports on Form 10-K and subsequent reports that have been filed by the companies with the SEC.

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