

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

<b>1. Name and Address of Reporting Person*</b> <u>BELL MARC N</u>  (Last) (First) (Middle) <u>C/O VECTOR GROUP LTD.</u> <u>4400 BISCAYNE BLVD; 10TH FLOOR</u>  (Street) <u>MIAMI FL 33137</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>VECTOR GROUP LTD [ VGR ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>10/05/2024</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/05/2024		U <sup>(1)</sup>		193,168	D	\$15	175,500	D	
Common Stock (underlying performance-based restricted stock)	10/07/2024		A <sup>(2)</sup>		164,500 <sup>(2)</sup>	A	(2)	340,000	D	
Common Stock	10/07/2024		D <sup>(3)(4)</sup>		340,000 <sup>(3)(4)</sup>	D	\$15 <sup>(3)(4)</sup>	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$10.92	10/07/2024		D <sup>(5)</sup>		39,375		02/27/2023 <sup>(5)</sup>	02/27/2029	Common Stock	39,375	(5)	0	D	

**Explanation of Responses:**

- The reported securities were disposed of pursuant to the terms of the Agreement and Plan of Merger, dated as of August 21, 2024 (the "Merger Agreement"), by and among the Issuer, JTI (US) Holding Inc. ("Parent") and Vapor Merger Sub Inc. ("Merger Sub"), pursuant to which Merger Sub completed a cash tender offer (the "Offer") for all outstanding shares of the common stock, par value \$0.10 per share, of the Issuer (each, an "Issuer Share"), at a purchase price of \$15.00 per share, which Offer expired at one minute after 11:59 p.m., Eastern Time on October 4, 2024. These Issuer Shares were tendered for purchase pursuant to the Offer.
- Pursuant to the Merger Agreement, each award of performance-based restricted stock of the Issuer, excluding any Company Time-Based awards of restricted stock with vesting subject to time-vesting only (each, a "Company Performance-Based RSA") that was outstanding as of immediately prior to the Effective Time (as defined in the Merger Agreement) was canceled and converted into the right to receive an amount in cash, without interest, equal to the product of (i) the aggregate number of Issuer Shares subject to such Company Performance-Based RSA (based on the full number of Issuer Shares subject to such Company Performance-Based RSA immediately prior to the Effective Time, to the extent provided for under the applicable award agreement).
- Disposed in connection with the transactions contemplated by the Merger Agreement, pursuant to which, on October 7, 2024, Merger Sub was merged with and into the Issuer (the "Merger") with the Issuer surviving the Merger as a wholly owned subsidiary of Parent. As a result of the Merger, each Issuer Share was canceled and extinguished and automatically converted into the right to receive an amount in cash equal to \$15.00 (the "Merger Consideration").
- Pursuant to the Merger Agreement, each award of restricted stock of the Issuer, excluding any Company Performance-Based RSAs (each, a "Company Time-Based RSA") that was outstanding as of immediately prior to the Effective Time, was canceled and converted into the right to receive an amount in cash, without interest, equal to the product of (i) the aggregate number of Issuer Shares subject to such Company Time-Based RSA and (ii) the Merger Consideration (together with any accrued and unpaid dividends corresponding to the Issuer Shares subject to such Company Time-Based RSA immediately prior to the Effective Time, to the extent provided for under the applicable award agreement).
- Pursuant to the Merger Agreement, each option to purchase an Issuer Share which has a per share exercise price that was less than the Merger Consideration (each, a "Company Option"), and outstanding and unexercised as of immediately prior to the Effective Time was canceled and converted into the right to receive an amount in cash, without interest, equal to the product of (i) the aggregate number of Issuer Shares subject to such Company Option and (ii) the excess, if any, of (x) the Merger Consideration over (y) the per share exercise price of such Company Option. The number and exercise price of the Company Options have been adjusted to give effect to the 5% stock dividend paid to the stockholders of the Company on September 27, 2019.

**Remarks:**

Senior Vice President/General Counsel

/s/ Marc N. Bell

10/07/2024

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

