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**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 3, 2012**

**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 2.02. Results of Operations and Financial Condition**

On May 3, 2012, Vector Group Ltd. announced its financial results for the three months ended March 31, 2012. The full text of the press release issued in connection with the announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Current Report on Form 8-K and the Exhibit attached hereto is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibit**

(c) Exhibit.

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release issued May 3, 2012

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

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J. Bryant Kirkland III

Vice President, Treasurer and Chief Financial Officer

Date: May 3, 2012

**SARD VERBINNEN & CO**  
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**FOR IMMEDIATE RELEASE**

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**VECTOR GROUP REPORTS FIRST QUARTER 2012 FINANCIAL RESULTS**

**MIAMI, FL, May 3, 2012** - Vector Group Ltd. (NYSE: VGR) today announced financial results for the three months ended March 31, 2012.

First quarter 2012 revenues were \$257.6 million, compared to \$260.4 million in the first quarter of 2011. The decline in revenues in 2012 was primarily due to decreased unit sales of approximately 4.5% in the 2012 period compared to the 2011 period, which were partially offset by price increases. The Company recorded operating income of \$33.4 million in the 2012 first quarter, compared to operating income of \$31.5 million in the first quarter of 2011. Net loss for the 2012 first quarter was \$7.7 million, or \$(0.10) per diluted common share, compared to net income of \$19.4 million, or \$0.24 per diluted common share, in the 2011 first quarter.

The results for the three months ended March 31, 2012 included pre-tax losses from changes in the fair value of derivatives embedded within convertible debt of \$21.1 million. Adjusting for the pre-tax losses, first quarter 2012 net income was \$5.4 million or \$0.07 per diluted share.

The results for the three months ended March 31, 2011 included pre-tax gains of \$4.1 million from the liquidation of long-term investments and \$3.1 million from the sale of a townhome that were offset by pre-tax losses from changes in the fair value of derivatives embedded within convertible debt of \$575,000. Adjusting for these items, first quarter 2011 net income was \$15.3 million or \$0.20 per diluted share.

For the three months ended March 31, 2012, the Company's tobacco business had revenues of \$257.6 million compared to \$260.4 million for the three months ended March 31, 2011. Operating income was \$37.5 million for the first quarter of 2012, compared to \$36.4 million for the first quarter of 2011.

**Conference Call to Discuss First Quarter 2012 Results**

As previously announced, the Company will host a conference call and webcast on Friday, May 4, 2012 at 11:30 A.M. (ET) to discuss first quarter 2012 results. Investors can access the call by dialing **800-859-8150** and entering **50225765** as the conference ID number. The call will also be available via live webcast at [www.investorcalendar.com](http://www.investorcalendar.com). Webcast participants should allot extra time before the webcast begins to register.

A replay of the call will be available shortly after the call ends on May 4, 2012 through May 18, 2012. To access the replay, dial 877-656-8905 and enter 50225765 as the conference ID number. The archived webcast will also be available at [www.investorcalendar.com](http://www.investorcalendar.com) for 30 days.

Vector Group is a holding company that indirectly owns Liggett Group LLC and Vector Tobacco Inc. and directly owns New Valley LLC. Additional information concerning the company is available on the company's website, [www.VectorGroupLtd.com](http://www.VectorGroupLtd.com).

[Financial Table Follows]

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**VECTOR GROUP LTD. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(Dollars in Thousands, Except Per Share Amounts)**  
Unaudited

	Three Months Ended	
	March 31,	
	2012	2011
Revenues*	\$ 257,606	\$ 260,378
Expenses:		
Cost of goods sold*	200,181	205,177
Operating, selling, administrative and general expenses	23,979	23,725
Operating income	33,446	31,476
Other income (expenses):		
Interest expense	(26,252)	(24,928)
Change in fair value of derivatives embedded within convertible debt	(21,057)	(575)
Loss on extinguishment of debt	2	—
Equity income from non-consolidated real estate businesses	2,863	4,904
Equity (loss) income on long-term investments	(114)	763
Gain on sale of investment securities available for sale	—	13,035
Gain on liquidation of long-term investments	—	4,136
Gain on sale of townhome	—	3,135
Other, net	(70)	76
(Loss) income before provision for income taxes	(11,182)	32,022
Income tax (benefit) expense	(3,492)	12,649
Net (loss) income	\$ (7,690)	\$ 19,373
Per basic common share:		
Net (loss) income applicable to common shares	\$ (0.10)	\$ 0.24
Per diluted common share:		
Net (loss) income applicable to common shares	\$ (0.10)	\$ 0.24
Cash distributions and dividends declared per share	\$ 0.40	\$ 0.38

\* Revenues and Cost of goods sold include excise taxes of \$121,925 and \$127,634, respectively.