

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 5, 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))

Item 2.02. Results of Operations and Financial Condition

On May 5, 2011, Vector Group Ltd. announced its financial results for the three months ended March 31, 2011. 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 5, 2011

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 5, 2011

FOR IMMEDIATE RELEASE

Contact: Paul Caminiti/Carrie Bloom/Jonathan Doorley
Sard Verbinnen & Co
212-687-8080

VECTOR GROUP REPORTS FIRST QUARTER 2011 FINANCIAL RESULTS

MIAMI, FL, May 5, 2011 — Vector Group Ltd. (NYSE: VGR) today announced financial results for the three months ended March 31, 2011.

First quarter 2011 revenues were \$260.4 million, compared to \$222.1 million for 2010. The Company recorded operating income of \$31.5 million for 2011, compared to operating income of \$31.0 million for 2010. Net income for 2011 was \$19.4 million, or \$0.25 per diluted common share, compared to net income of \$11.9 million, or \$0.14 per diluted common share, for 2010.

For the three months ended March 31, 2011, the Company's tobacco business had revenues of \$260.4 million, compared to \$222.1 million for the three months ended March 31, 2010. Operating income was \$36.4 million for the first quarter 2011, compared to \$34.9 million for the first quarter of 2010.

Conference Call to Discuss First Quarter 2011 Results

As previously announced, the Company will host a conference call and webcast on Friday, May 6, 2011 at 11:00 A.M. (ET) to discuss first quarter 2011 results. Investors can access the call by dialing **800-859-8150** and entering **37413326** as the conference ID number. The call will also be available via live webcast at 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 6, 2011 through May 20, 2011. To access the replay, dial 877-656-8905 and enter 37413326 as the conference ID number. The archived webcast will also be available at 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.

[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

	<u>Three Months Ended March 31, 2011</u>	<u>Three Months Ended March 31, 2010</u>
Revenues*	\$ 260,378	\$ 222,087
Expenses:		
Cost of goods sold*	205,177	169,911
Operating, selling, administrative and general expenses	<u>23,725</u>	<u>21,158</u>
Operating income	31,476	31,018
Other income (expenses):		
Interest expense	(24,928)	(18,805)
Change in fair value of derivatives embedded within convertible debt	(575)	(2,714)
Equity income from non-consolidated real estate businesses	4,904	4,571
Gain on the sale of investment securities available for sale	13,035	4,664
Gain on liquidation of long-term investment	4,136	—
Gain on sale of townhome	3,135	—
Other, net	<u>839</u>	<u>126</u>
Income before provision for income taxes	32,022	18,860
Income tax expense	<u>12,649</u>	<u>6,922</u>
Net income	<u>\$ 19,373</u>	<u>\$ 11,938</u>
Per basic common share:		
Net income applicable to common shares	<u>\$ 0.25</u>	<u>\$ 0.16</u>
Per diluted common share:		
Net income applicable to common shares	<u>\$ 0.25</u>	<u>\$ 0.14</u>
Cash distributions and dividends declared per share	<u>\$ 0.40</u>	<u>\$ 0.38</u>

* Revenues and Cost of goods sold include excise taxes of \$127,634 and \$111,193, respectively.