

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): July 2, 2001

VECTOR GROUP LTD.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of incorporation)

1-5759  
(I.R.S. Employer Identification No.)

65-0949535  
(Commission File Number)

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)

## ITEM 5. OTHER EVENTS.

On July 2, 2001, Vector Group Ltd. issued a press release announcing that its Board of Directors approved the acquisition by High River Limited Partnership and its affiliates of beneficial ownership of up to an additional 1,500,000 shares of the Company's common stock without High River being treated as an interested stockholder for the purposes of Section 203 of the Delaware General Corporation Law, which governs business combinations with interested stockholders. The acquisitions of additional shares may be made either through the purchase of shares of common stock in the open market or through the purchase of the Company's 6 1/4% Convertible Subordinated Notes due 2008. A copy of the press release is attached hereto as Exhibit 99.1.

## ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) The following Exhibits are provided in accordance with the provisions of Item 601 of Regulation S-K and are filed herewith unless otherwise noted.

EXHIBIT NO. -----	DESCRIPTION -----
99.1	Press Release issued July 2, 2001

SIGNATURE

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.

By: /s/ RICHARD J. LAMPEN

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Richard J. Lampen  
Executive Vice President

Date: July 2, 2001

VECTOR GROUP LTD. APPROVES PURCHASE OF ADDITIONAL SHARES  
BY HIGH RIVER LIMITED PARTNERSHIP

MIAMI, FL, JULY 2, 2001 - Vector Group Ltd. (NYSE: VGR) today announced that its Board of Directors approved the acquisition by High River Limited Partnership and its affiliates of additional shares of the Company's common stock without High River being treated as an interested stockholder for the purposes of Section 203 of the Delaware General Corporation Law, which governs business combinations with interested stockholders. High River, an investment entity owned by Carl C. Icahn, informed the Company that, prior to the approved purchases, High River and its affiliates owned approximately 3,643,000 shares of the Corporation's common stock, representing approximately 12.4% of the shares.

High River advised the Company that it desired to purchase additional shares of common stock in the open market and to purchase the Company's 6.25% Convertible Subordinated Notes due 2008. The Company's Board approved under Section 203 the proposed purchases provided that the additional number of common shares purchased in the open market or issuable on conversion of the purchased convertible notes does not exceed 1,500,000 shares of common stock in the aggregate. If all such shares were purchased, High River would beneficially own approximately 5,143,000 shares of common stock, representing approximately 17.2% of the shares.

Vector Group is a holding company that indirectly owns Liggett Group Inc., Vector Tobacco and a controlling interest in New Valley Corporation. occurrence of unanticipated events.