SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

l	OMB Number:	3235-0287							
l	Estimated average burden								
l	hours per response:	0.5							

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

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

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1. Name and Addr LEBOW BE	ess of Reporting Pers	son*	2. Issuer Name and Ticker or Trading Symbol <u>VECTOR GROUP LTD</u> [VGR]		ationship of Reporting Person(s) to Issuer < all applicable) Director 10% Owner			
	67 MADISON AVENUE		3. Date of Earliest Transaction (Month/Day/Year) 03/04/2020		Officer (give title below)	Other (specify below)		
14TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Filing (Check Applicable			
(Street)				X	Form filed by One Rep	orting Person		
NEW YORK	NY	10065			Form filed by More tha Person	n One Reporting		
(City)	(State)	(Zip)						

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)	cution Date, y Code (Instr. 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	03/04/2020		s		125,000	D	\$11.47(1)	2,191,428 ⁽⁵⁾⁽⁶⁾	Ι	By LeBow Gamma Limited Partnership ⁽³⁾⁽⁵⁾⁽⁶⁾		
Common Stock	03/05/2020		s		125,000	D	\$11.28 ⁽²⁾	2,066,428 ⁽⁵⁾⁽⁶⁾	Ι	By LeBow Gamma Limited Partnership ⁽³⁾⁽⁵⁾⁽⁶⁾		
Common Stock								3,102,032(5)(6)	D			
Common Stock								880,895 ⁽⁵⁾⁽⁶⁾	Ι	By LeBow Alpha LLLP ⁽⁴⁾⁽⁵⁾		

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

	(e.g., puts, cans, 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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	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	Amount or Number of Shares				

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.22 to \$11.59, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote. The sales reported in this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 12, 2020, as amended thereafter.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.10 to \$11.37, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote. The sales reported in this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 12, 2020, as amended thereafter.

3. LeBow Gamma Limited Partnership is a Delaware limited partnership. LeBow 2011 Management Trust is the managing member of LeBow Holdings LLC, a Delaware limited liability company, which is the sole stockholder of LeBow Gamma, Inc., a Nevada corporation, which is the general partner of LeBow Gamma Limited Partnership. Mr. LeBow is trustee of LeBow 2011 Management Trust and a director and officer of LeBow Gamma, Inc. Mr. LeBow disclaims beneficial ownership for purposes of Section 16 of the Act of the Issuer's common stock held by LeBow Gamma Limited Partnership except to the extent of his pecuniary interest therein.

4. LeBow Alpha LLLP is a Delaware limited liability limited partnership. LeBow Holdings LLC, a Delaware limited liability company, is the general partner of LeBow Alpha LLLP. LeBow 2011 Management Trust is the managing member of LeBow Holdings LLC. Mr. LeBow is trustee of LeBow 2011 Management Trust. Mr. LeBow disclaims beneficial ownership for purposes of Section 16 of the Act of the Issuer's common stock held by LeBow Alpha LLLP except to the extent of his pecuniary interest therein.

5. On December 31, 2019, LeBow Epsilon 2001 Limited Partnership, a Delaware limited partnership, was dissolved and its assets, including 203,274 shares of the Issuer were distributed to its partners on a pro-rata basis (177,581 shares to LeBow Gamma Limited Partnership, 24,470 to Mr. LeBow and 1,223 shares to LeBow Alpha Limited Partnership). Prior to the dissolution, LeBow Epsilon 2001 LLC, a Delaware limited liability company, was the general partner of LeBow Alpha LLLP, a Delaware limited liability limited partnership, which is the general partner of LeBow Alpha LLLP, a Delaware limited liability limited partnership, which is the controlling member of LeBow Epsilon 2001 LLC. Mr. LeBow is trustee of LeBow 2011 Management Trust and, as such, acted as the manager of LeBow Epsilon 2001 LLC.

6. (continued from footnote 5) Prior to the dissolution, Mr. LeBow disclaimed beneficial ownership for purposes of Section 16 of the Act of the Issuer's common stock held by LeBow Epsilon 2001 Limited Partnership except to the extent of his pecuniary interest therein.

Remarks:

Exhibit 24 - Power of Attorney (previously filed as Exhibit 24 to Form 4 dated September 16, 2014, which is dated September 17, 2014.)

<u>/s/ J. Bryant Kirkland III,</u> <u>Attorney-in-fact</u>



** Signature of Reporting Person Date

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

 \ast 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.