

VECTOR GROUP LTD  
Form S-8  
December 16, 2005

As filed with the Securities and Exchange Commission on December 16, 2005

Registration No. 333-\_\_\_\_\_

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**100 S. E. Second Street  
Miami, Florida 33131  
(305) 579-8000**  
(Address, including zip code, and  
telephone number, including area code,  
of Registrant's principal executive offices)

**65-0949535**  
(I.R.S. Employer  
Identification Number)

**New Valley Corporation  
Non-Employee Directors Stock Option Program  
Option Agreement**  
(Full title of the plans)

**Richard J. Lampen  
Executive Vice President  
Vector Group Ltd.  
100 S.E. Second Street  
Miami, Florida 33131  
(305) 579-8000**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

---

## CALCULATION OF REGISTRATION FEE

| Title of Each Class of  | Amount<br>to Be                 | Proposed<br>Maximum<br>Offering<br>Price Per<br>Security | Proposed<br>Maximum<br>Aggregate<br>Offering<br>Price | Amount<br>of<br>Registration<br>Fee |
|---|---------------------------------|--|---|-------------------------------------|
| <b>Securities to Be Registered</b>  | <b>Registered<sup>(3)</sup></b> |  |   |                                     |
| <b>Common Stock, par value \$.10 per share; to be issued under New Valley Corporation Non-Employee Directors Stock Option Program</b> | <b>75,600<sup>(2)</sup></b>     | <b>\$ 8.38<sup>(1)</sup></b>                             | <b>\$ 633,528<sup>(1)</sup></b>                       | <b>\$ 68</b>                        |
| <b>Common Stock, par value \$.10 per share; to be issued under Option Agreement</b>   | <b>35,279<sup>(2)</sup></b>     | <b>\$ 10.51<sup>(1)</sup></b>                            | <b>\$ 370,782<sup>(1)</sup></b>                       | <b>\$ 40</b>                        |
| <b>TOTAL</b>  | <b>110,879<br/>Shares</b>       |  | <b>\$ 1,004,310</b>                                   | <b>\$ 108</b>                       |

- (1) The registration fee for the Registrant's Common Stock to be issued pursuant to outstanding options under the stock option program and option agreement was calculated in accordance with Rule 457(h) of the Securities Act of 1933, as amended, based upon the price per share at which the options may be exercised.
- (2) In connection with the merger of New Valley Corporation ( New Valley ) with a subsidiary of the Registrant on December 13, 2005, these stock options granted by New Valley were converted, in accordance with the terms of such options, into options to purchase shares of the Registrant's Common Stock.
- (3) This Registration Statement also relates to such indeterminate number of additional shares of Common Stock of the Registrant as may be issuable as a result of stock splits, stock dividends, recapitalizations, mergers, reorganizations, combinations or exchange of shares or other similar events.

Explanatory Note

The purpose of this Registration Statement is to register 110,879 shares of common stock of Vector Group Ltd. (the Registrant) issuable pursuant to the New Valley Corporation Non-Employee Directors Stock Option Program and the Option Agreement dated November 18, 1996 between New Valley Corporation and Howard M. Lorber. These plans are pre-existing plans of New Valley Corporation and are being assumed by the Registrant in connection with the merger of New Valley Corporation with and into New Valley MergerCo Inc., a wholly-owned subsidiary of the Registrant.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

Not required to be filed with the Securities and Exchange Commission (the SEC).

Item 2. Registrant Information and Employee Plan Annual Information.

Not required to be filed with the SEC.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed or to be filed by the Registrant with the SEC (File No. 1-5759) are incorporated herein by reference:

1. The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004.
2. The Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, June 30, and September 30, 2005.
3. The Registrant's Current Reports on Form 8-K, filed on January 11, 2005, February 2, 2005, February 17, 2005, February 24, 2005, March 3, 2005, March 7, 2005, March 17, 2005, March 21, 2005, April 1, 2005, April 14, 2005, May 10, 2005, June 20, 2005, July 22, 2005, August 9, 2005, September 28, 2005, November 9, 2005, November 14, 2005, November 17, 2005, and December 15, 2005.
4. All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act) since the end of the fiscal year covered by the document referred to in (1) above.
5. The description of the Registrant's Common Stock contained in its Prospectus dated June 3, 2005 filed on Form 424B3.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statements contained in this Registration Statement, or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not

be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Richard J. Lampen, Executive Vice President and Special Counsel of the Registrant, owns 174,061 shares of Common Stock of the Registrant and holds options under the Registrant's Amended and Restated 1999 Long-Term Incentive Plan to purchase an additional 134,008 shares of Common Stock of the Registrant at \$11.52 per share.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law and Article VI of the Registrant's By-Laws provide for indemnification of the Registrant's directors and officers in a variety of circumstances, which may include liabilities under the Securities Act of 1933.

Section 102 of the Delaware General Corporation Law allows a corporation to eliminate the personal liability of a director of a corporation to the corporation or to any of its stockholders for monetary damage for a breach of his fiduciary duty as a director, except in the case where the director (i) breaches his duty of loyalty, (ii) fails to act in good faith, engages in intentional misconduct or knowingly violates a law, (iii) authorized the payment of a dividend or approves a stock repurchase in violation of the Delaware General Corporate Law or (iv) obtains an improper personal benefit. Article Eighth of the Registrant's Amended and Restated Certificate of Incorporation includes a provision which eliminates directors' personal liability to the full extent permitted under the Delaware General Corporation Law, as the same exists or may hereafter be amended.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

| (a) | <b>Exhibit No.</b> | <b>Description</b>  |
|-----|--------------------|---|
|     | 4.1                | New Valley Corporation Non-Employee Directors Stock Option Program (incorporated by reference to Appendix A of New Valley's Proxy Statement dated April 18, 2000).  |
|     | 4.2                | Option Agreement, dated November 18, 1996, between New Valley and Howard M. Lorber (incorporated by reference to Exhibit 10(a)(iii) in New Valley's Form 10-K for the fiscal year ended December 31, 1996). |
|     | 5                  | Opinion of Richard J. Lampen, Esq.  |
|     | 23.1               | Consent of PricewaterhouseCoopers LLP, independent registered certified public accounting firm.   |
|     | 23.2               | Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.   |
|     | 23.3               | Consent of Weiser LLP, independent registered public accounting firm.   |
|     | 23.4               | Consent of Richard J. Lampen, Esq. (included in Exhibit 5).   |
|     | 24                 | Power of Attorney (included in the signature page hereof).  |

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the Securities Act );
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that paragraphs (i) and (ii) do not apply if the information required to be included in a post-effective amendment is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to any provision or arrangement whereby the Registrant may indemnify any such directors, officers or controlling persons against such liabilities, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Miami, Florida, on the 16th day of December, 2005.

VECTOR GROUP LTD.

By: /s/ Joselynn D. Van Siclen  
Joselynn D. Van Siclen  
Vice President, Treasurer and Chief  
Financial Officer

Each person whose signature appears below hereby authorizes Richard J. Lampen, Marc N. Bell and Joselynn D. Van Siclen, and each of them individually (the Agent), with full power of substitution and resubstitution, to file one or more amendments (including post-effective amendments) to the Registration Statement which amendments may make such changes in the Registration Statement as such Agent deems appropriate and each such person hereby appoints each such Agent as attorney-in-fact to execute in the name and on behalf of each such person, individually and in each capacity stated below, any such amendments to the Registration Statement.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on December 16, 2005.

/s/ Bennett S. LeBow  
Chairman of the Board of Directors and Chief  
Executive Officer (Principal Executive Officer)

Bennett S. LeBow

/s/ Joselynn D. Van Siclen  
Vice President, Treasurer and Chief Financial  
Officer (Principal Financial Officer and Principal  
Accounting Officer)

Joselynn D. Van Siclen

/s/ Henry C. Beinstein  
Director

Henry C. Beinstein

/s/ Ronald J. Bernstein  
Director

Ronald J. Bernstein

/s/ Robert J. Eide  
Director

Robert J. Eide

/s/ Howard M. Lorber  
Director

Howard M. Lorber

/s/ Jeffrey S. Podell  
Director

Jeffrey S. Podell

/s/ Jean E. Sharpe

Director

Jean E. Sharpe

6