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

FORM 8-K/A

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **December 9, 2005**

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)

(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 9.01 — Financial Statements and Exhibits

(b) Pro forma Financial Information

On December 15, 2005, Vector Group Ltd. (the “Company”) filed a Current Report on Form 8-K (the “2005 Form 8-K”) to report that on December 9, 2005 its exchange offer to acquire all of the outstanding common shares, par value \$0.01 per share (the “New Valley Common Shares”), of New Valley Corporation (“New Valley”) that it did not already own was successful. The exchange offer resulted in the Company owning more than 94.5% of the outstanding New Valley Common Shares. On December 13, 2005, the Company completed a short form merger of New Valley. The Company reported in the 2005 Form 8-K pro forma financial information in connection with the exchange offer and the merger by referencing its Prospectus dated November 23, 2005, which was filed as Exhibit 99.3 to the 2005 Form 8-K.

In addition, effective January 1, 2006, the Company adopted EITF Issue No. 05-8, “Income Tax Effects of Issuing Convertible Debt with a Beneficial Conversion Feature.” In Issue No. 05-8, the EITF concluded that the issuance of convertible debt with a beneficial conversion feature creates a temporary difference on which deferred taxes should be provided. The consensus is required to be applied in fiscal periods beginning after December 15, 2005, by retroactive restatement of prior financial statements retroactive to the issuance of the convertible debt. On June 27, 2006, the Company filed a Form 8-K to apply the new policy retrospectively with respect to all periods presented in the Company’s previously filed Form 10-K for the year ended December 31, 2005.

The Company is filing this Amendment to the 2005 Form 8-K to update the previously filed pro forma information related to the acquisition of New Valley for the year ended December 31, 2005 as adjusted for the adoption of EITF Issue No. 05-8.

(d) Exhibits

Exhibit 99.1 — Pro-forma financial information.

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 and Chief Financial Officer

Date: July 13, 2006

UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following Unaudited Pro Forma Consolidated Statement of Operations for the year ended December 31, 2005 has been prepared to give effect to the acquisition of the minority interest in New Valley Corporation in December 2005. The Unaudited Pro Forma Consolidated Statement of Operations has been prepared as if the New Valley Corporation acquisition had occurred on January 1, 2005. The unaudited pro forma financial information does not purport to be indicative of the results of operations which would have actually been obtained if the offer and the subsequent merger had been consummated as of the beginning of the period indicated. In addition, the unaudited pro forma financial information does not purport to be indicative of results of operations which may be obtained in the future.

The Unaudited Pro Forma Consolidated Statement of Operations does not include the realization of any cost savings from operating efficiencies and synergies that may result from the consummation of the offer and the subsequent merger.

The unaudited pro forma financial information should be read in conjunction with Vector's historical Consolidated Financial Statements and Notes thereto contained in Vector's Annual Report on Form 10-K for the year ended December 31, 2005, as amended, its Quarterly Report on Form 10-Q for the quarter ended March 31, 2006, and its current report on Form 8-K dated June 27, 2006.

VECTOR GROUP LTD. AND SUBSIDIARIES
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS
For the Year Ended December 31, 2005
(Dollars in Thousands, Except Per Share Amounts)

	<u>Historical Revised(1)</u>	<u>Purchase Accounting Adjustments/ Eliminations</u>	<u>Pro-Forma</u>
Revenues*	\$ 478,427	\$ —	\$ 478,427
Expenses:			
Cost of goods sold*	285,393	—	285,393
Operating, selling, administrative and general expenses	114,048	—	114,048
Gain on sale of assets	(12,748)	—	12,748
Provision for loss on uncollectible receivable	2,750	—	2,750
Restructuring and impairment charges	(127)	—	(127)
Operating income	<u>89,111</u>	<u>—</u>	<u>89,111</u>
Other income (expenses):			
Interest and dividend income	5,610	—	5,610
Interest expense	(31,980)	—	(31,980)
Gain on sale of investments, net	1,426	—	1,426
Gain from conversion of LTS notes	9,461	—	9,461
Equity loss on operations of LTS	(299)	—	(299)
Equity income from non-consolidated New Valley real estate businesses	7,543	—	7,543
Other, net	<u>(353)</u>	<u>—</u>	<u>(353)</u>
Income from continuing operations before income taxes and minority interests	80,519	—	80,519
Income tax expense	39,349	1,640(B)	40,989
Minority interests	(1,969)	1,969(C)	—
Income from continuing operations	<u>\$ 39,201</u>	<u>\$ 107</u>	<u>\$ 39,530</u>
Per basic common share:			
Income from continuing operations(A)	<u>\$ 0.89</u>		<u>\$ 0.81</u>
Per diluted common share:			
Income from continuing operations(A)	<u>\$ 0.84</u>		<u>\$ 0.77</u>

* Revenues and Cost of goods sold include excise taxes of \$161,753.

(1) Revised as a result of the retrospective application of EITF Issue No. 05-8, "Income Tax Effects of Issuing Convertible Debt with Beneficial Conversion Feature."

- (A) *Average Number of Common Shares Outstanding.* Both the basic and diluted average number of common shares of New Valley outstanding have been adjusted to reflect the impact of the offer and the subsequent merger by applying the 0.54 exchange ratio to amounts historically reported by New Valley.
- (B) *Income Taxes.* The pro forma adjustment to provision for income taxes represents the application of Vector's and New Valley's estimated statutory tax rates to each company's respective share of the pro forma adjustments impacting pretax income.
- (C) *Minority Interests.* Under the purchase method of accounting, Vector's historical minority interest in New Valley's results from operations was eliminated upon the completion of the offer and the subsequent merger.