

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): January 12, 2021

**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.)

4400 Biscayne Boulevard Miami Florida

(Address of Principal Executive Offices)

33137

(Zip Code)

(305) 579-8000

(Registrant's Telephone Number, Including Area Code)

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))

**Securities Registered Pursuant to 12(b) of the Act:**

Title of each class:	Trading Symbol(s)	Name of each exchange on which registered:
Common stock, par value \$0.10 per share	VGR	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## Item 7.01 Regulation FD Disclosure

### *Senior Secured Notes Offering*

On January 12, 2021, Vector Group Ltd. (NYSE: VGR) (the “Company”) announced that it has priced, and entered into an agreement to issue and sell, \$875 million aggregate principal amount of 5.75% senior secured notes due 2029 (the “Notes”), which represents an increase of \$25 million from the aggregate principal amount previously disclosed. The offering is expected to close on January 28, 2021, subject to the satisfaction of customary closing conditions.

The Notes will be issued by the Company at an initial price of 100.00% of the principal amount of the Notes. The Notes will bear interest at a rate of 5.75% per year, payable semi-annually in arrears on February 1 and August 1 of each year, commencing on August 1, 2021. The Notes will mature on February 1, 2029, or on such earlier date as results from the operation of certain springing maturity date provisions.

The Notes will be fully and unconditionally guaranteed on a joint and several basis by all of the wholly owned domestic subsidiaries of the Company that are engaged in the conduct of the Company’s cigarette business, which subsidiaries, as of the issuance date of the Notes, are also guarantors under the Company’s outstanding 10.500% senior notes due 2026. The Notes will not be guaranteed by New Valley LLC, or any of the Company’s subsidiaries engaged in real estate business conducted through New Valley LLC. The guarantees provided by certain of the subsidiary guarantors will be secured by first priority or second priority security interests in certain collateral of such guarantors.

The Notes are being offered in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), to qualified institutional buyers in accordance with Rule 144A under the Securities Act and to persons outside the United States in compliance with Regulation S under the Securities Act. The Notes will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent an effective registration statement or an applicable exemption from registration requirements or in a transaction that is not subject to the registration requirements of the Securities Act or any state securities laws. There will be no registration rights associated with the Notes.

The Company intends to use the net cash proceeds from the offering of the Notes, together with cash on hand, to redeem all of the Company’s outstanding 6.125% senior secured notes due 2025 (the “2025 Secured Notes”), including accrued interest and any premium thereon, and to pay fees and expenses in connection with the offering of the Notes and the redemption of the 2025 Secured Notes. As of December 31, 2020, the outstanding principal amount of the 2025 Secured Notes was \$850 million. The Company has previously announced its intention to redeem its 2025 Secured Notes with a redemption date of February 1, 2021, conditional on closing of a refinancing transaction in a principal amount of at least \$850 million through one or more offerings of debt securities.

This report does not constitute an offer to sell or a solicitation of an offer to purchase the Notes or any security, and there will not be any offer, solicitation or sale of the Notes or any other security in any state or jurisdiction in which such offer, solicitation or sale would be unlawful.

A copy of the press release related to the pricing of the Notes offering is attached as Exhibit 99.1 and is incorporated herein by reference.

The information furnished under Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Company’s filings under the Securities Act or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

This Current Report on Form 8-K contains forward-looking statements, which involve risk and uncertainties. The words “believe,” “expect,” “estimate,” “may,” “will,” “could,” “plan,” or “continue” and similar expressions are intended to identify forward-looking statements. The Company’s actual results could differ significantly from the results discussed in such forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include, without limitation, those discussed under the heading “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2019 and in the Company’s Form 10-Q for the quarterly periods ended March 31, 2020 and September 30, 2020. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Current Report on Form 8-K. The Company undertakes no obligation to (and expressly disclaims any obligation to) revise or update any forward-looking statement, whether as a result of new information, subsequent events, or otherwise (except as may be required by law), in order to reflect any event or circumstance which may arise after the date of this Current Report on Form 8-K.

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**Exhibit Index**

(d) Exhibit.

The following exhibit is included with this report and is being furnished solely for purposes of Item 7.01 of this Form 8-K:

<u>Exhibit No.</u>	<u>Exhibit</u>
<a href="#">99.1</a>	Press release issued by Vector Group Ltd. on January 12, 2021, announcing the pricing and upsize of the Notes offering.

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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/ James B. Kirkland III

James B. Kirkland III

Senior Vice President, Treasurer and Chief Financial Officer

Date: January 12, 2021

**FOR IMMEDIATE RELEASE****VECTOR ANNOUNCES PRICING AND UPSIZE OF \$875 MILLION OF 5.75% SENIOR SECURED NOTES DUE 2029**

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Miami, FL, January 12, 2021 – Vector Group Ltd. (NYSE: VGR) (“Vector” or the “Company”) announced today that it has priced, and entered into an agreement to issue and sell, \$875 million aggregate principal amount of 5.75% senior secured notes due 2029 (the “Notes”), which represents an increase of \$25 million from the aggregate principal amount previously disclosed. The offering is expected to close on January 28, 2021, subject to the satisfaction of customary closing conditions.

The Notes will be issued by the Company at an initial price of 100.00% of the principal amount of the Notes. The Notes will bear interest at a rate of 5.75% per year, payable semi-annually in arrears on February 1 and August 1 of each year, commencing on August 1, 2021. The Notes will mature on February 1, 2029, or on such earlier date as results from the operation of certain springing maturity date provisions.

The Notes will be fully and unconditionally guaranteed on a joint and several basis by all of the wholly owned domestic subsidiaries of the Company that are engaged in the conduct of the Company’s cigarette business, which subsidiaries, as of the issuance date of the Notes, are also guarantors under the Company’s outstanding 10.500% senior notes due 2026. The Notes will not be guaranteed by New Valley LLC, or any of the Company’s subsidiaries engaged in real estate business conducted through New Valley LLC. The guarantees provided by certain of the subsidiary guarantors will be secured by first priority or second priority security interests in certain collateral of such guarantors.

The Company intends to use the net cash proceeds from the offering of the Notes, together with cash on hand, to redeem all of the Company’s outstanding 6.125% senior secured notes due 2025 (the “2025 Secured Notes”), including accrued interest and any premium thereon, and to pay fees and expenses in connection with the offering of the Notes and the redemption of the 2025 Secured Notes. As of December 31, 2020, the outstanding principal amount of the 2025 Secured Notes was \$850 million. The Company has previously announced its intention to redeem its 2025 Secured Notes with a redemption date of February 1, 2021, conditional on closing of a refinancing transaction in a principal amount of at least \$850 million through one or more offerings of debt securities.

The Notes are being offered in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), to qualified institutional buyers in accordance with Rule 144A under the Securities Act and to persons outside the United States in compliance with Regulation S under the Securities Act. The Notes will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent an effective registration statement or an applicable exemption from registration requirements or in a transaction that is not subject to the registration requirements of the Securities Act or any state securities laws. There will be no registration rights associated with the Notes.

This press release does not constitute an offer to sell or a solicitation of an offer to purchase the Notes or any other security, and there will not be any offer, solicitation or sale of the Notes or any other security in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

Cautionary Note Regarding Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The Company has tried, whenever possible, to identify these forward-looking statements using words such as “anticipates”, “believes”, “estimates”, “expects”, “plans”, “intends”, “could” and similar expressions. These statements reflect the Company’s current beliefs and are based upon information currently available to it. Accordingly, such forward-looking statements involve known and unknown risks, uncertainties and other factors which could cause the Company’s actual results, performance or achievements to differ materially from those expressed in, or implied by, such statements.

All information set forth in this press release is as of January 12, 2021. Vector does not intend, and undertakes no duty, to update this information to reflect future events or circumstances. Risk factors and uncertainties that may cause actual results to differ materially from expected results include, among others, its ability to successfully complete the proposed notes offering.

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Vector is a holding company for Liggett Group LLC, Vector Tobacco Inc., New Valley LLC and Douglas Elliman Realty, LLC. Additional information concerning the company is available on the Company's website, [www.vectorgrouppltd.com](http://www.vectorgrouppltd.com).

**Contacts**

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