# SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, DC 20549** 

# **SCHEDULE 13D/A**

INFORMATION TO BE INCLUDED IN STATEMENT FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a) (Amendment No. 8)\*

# **VECTOR GROUP LTD.**

(Name of Issuer)

Common Stock, par value \$0.10 per share (Title of Class of Securities)

92240M108 (CUSIP Number)

Steven D. Rubin
4400 Biscayne Boulevard, Suite 1500
Miami, Florida 33137
Telephone: (305) 575-6015
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 10, 2019 (Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box  $\Box$ .

*Note.* Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

1	NAMES OF REPORTING PERSONS							
	Phillip Frost, M.D.							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)							
	(a) □ (t	o) 🗆						
3	SEC USE ONLY							
	SEC OSE OILEI							
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)							
	00							
5								
6	CITIZENSH	ID ()	R PLACE OF ORGANIZATION					
	CITIZENSII	11 0	KTEACE OF ORGANIZATION					
	United States	s of A						
		7	SOLE VOTING POWER					
N	UMBER OF		0					
	SHARES	8	SHARED VOTING POWER					
	NEFICIALLY OWNED BY		40 To 2 Cost					
	EACH	9	19,536,686 <sup>1</sup> SOLE DISPOSITIVE POWER					
R	REPORTING	9	SOLE DISPOSITIVE POWER					
	PERSON WITH		0					
	,,,	10	SHARED DISPOSITIVE POWER					
			19,536,6861					
11	AGGREGAT	ГΕΑ	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	10 500 0001							
12	19,536,686 <sup>1</sup> 2 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)							
12	CHECKII	. نالک	AGGREGATE AWOUNT IN NOW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
13	3 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
	13.9%2							
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)							
	IN							

- Includes 15,992,142 Common Shares of the Issuer held by the Gamma Trust (as defined herein), 3,528,260 Common Shares held by the Nevada Trust (as defined herein) and 16,284 Common Shares held by Mrs. Frost (as defined herein).
- The calculation of the percentage is based on 140,914,642 shares as reported in the Issuer's Quarterly Report on Form 10-Q, for the quarterly period ended September 30, 2018, filed with the Securities and Exchange Commission on November 9, 2018.

1	NAMES OF REPORTING PERSONS					
	Frost Gamma Investments Trust					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a)   (b)   (a)					
3	S SEC USE ONLY					
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)					
	WC					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Florida					
	7 SOLE VOTING POWER					
N	JMBER OF 0 SHARES 0 SHARED VOTING POWER					
	NEFICIALLY SHARED VOTING POWER					
C	WNED BY EACH 15,992,142					
R	EPORTING 9 SOLE DISPOSITIVE POWER PERSON 9					
	WITH $         0$					
	10 SHARED DISPOSITIVE POWER					
15,992,142						
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
10	15,992,142					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
40						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	11.4%3					
14	4 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
1	00					

The calculation of the percentage is based on 140,914,642 shares as reported in the Issuer's Quarterly Report on Form 10-Q, for the quarterly period ended September 30, 2018, filed with the Securities and Exchange Commission on November 9, 2018.

1	NAMES OF REPORTING PERSONS					
	Frost Nevada Investments Trust					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a)   (b)   (a)					
3	B SEC USE ONLY					
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)					
	WC					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Florida					
	7 SOLE VOTING POWER					
N	MBER OF 0					
	EFICIALLY SHARED VOTING POWER					
C	VNED BY 3,528,260 EACH					
R	PORTING 9 SOLE DISPOSITIVE POWER					
	ERSON WITH 0					
	10 SHARED DISPOSITIVE POWER					
	3,528,260					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	3,528,260					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
13	13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	2.5%4					
14	4 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
	20					

The calculation of the percentage is based on 140,914,642 shares as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed with the Securities and Exchange Commission on November 9, 2018.

1	NAMES OF REPORTING PERSONS							
		Patricia Frost						
2								
	(a) □ (b) □							
3	SEC USE ONLY							
1	SOURCE OF FUNDS (SEE INSTRUCTIONS)							
4	SOURCE OF	rro	ND3 (SEE INSTRUCTIONS)					
	00							
5	5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)							
6	CITIZENSH	IP O	R PLACE OF ORGANIZATION					
	United States of America							
	Office State	7	<u> </u>					
N	UMBER OF							
IN	SHARES	8	0 SHARED VOTING POWER					
	NEFICIALLY		STRICE VOTING TOWER					
	OWNED BY EACH		16,284 <sup>5</sup>					
R	EPORTING	9	SOLE DISPOSITIVE POWER					
	PERSON WITH		0					
	***************************************	10	SHARED DISPOSITIVE POWER					
			16,2845					
11	11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	16,2845							
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)							
12	DEDCENT OF CLASS DEPRESENTED BY AMOUNT IN DOW (11)							
13	B PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
	Less than 0.1%6							
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)							
	IN							

- These shares are owned by Mrs. Frost, the spouse of Frost (as defined herein). Frost disclaims beneficial ownership of these shares.
- The calculation of the percentage is based on 140,914,642 shares as reported in the Issuer's Quarterly Report on Form 10-Q, for the quarterly period ended September 30, 2018, filed with the Securities and Exchange Commission on November 9, 2018.

#### SCHEDULE 13D/A AMENDMENT NO. 8 TO SCHEDULE 13D

This Amendment No. 8 to Schedule 13D (this "Amendment") amends and supplements certain Items of the Schedule 13D filed by Phillip Frost, M.D., an individual ("Frost"), and Frost Gamma Investments Trust, a trust organized under the laws of Florida (the "Gamma Trust"), with the Securities and Exchange Commission (the "SEC") on July 20, 2006, as amended by Amendment No. 1 thereto filed by Frost, the Gamma Trust, Frost Nevada Investments Trust, a trust organized under the laws of Florida (the "Nevada Trust"), and Patricia Frost ("Mrs. Frost"), with the SEC on March 24, 2009 and as further amended by Amendment No. 2 thereto filed by Frost, the Gamma Trust, the Nevada Trust and Mrs. Frost with the SEC on May 15, 2009, as further amended by Amendment No. 3 thereto filed by Frost, the Gamma Trust, the Nevada Trust and Mrs. Frost with the SEC on November 25, 2011, as further amended by Amendment No. 4 thereto filed by Frost, the Gamma Trust, the Nevada Trust and Mrs. Frost with the SEC on April 3, 2014, as further amended by Amendment No. 5 thereto filed by Frost, the Gamma Trust, the Nevada Trust and Mrs. Frost with the SEC on February 4, 2015, as further amended by Amendment No. 7 thereto filed by Frost, the Gamma Trust, the Nevada Trust and Mrs. Frost with the SEC on February 4, 2015, as further amended by Amendment No. 7 thereto filed by Frost, the Gamma Trust, the Nevada Trust and Mrs. Frost with the SEC on December 11, 2018 (collectively, the "Reporting Persons") with respect to the common stock, par value \$0.10 per share (the "Common Shares"), of Vector Group Ltd., a Delaware corporation (the "Issuer"), (together, the "Original 13D"), by furnishing the information set forth below. Except as set forth below, all previous Items are unchanged. Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Original 13D

All information in this Amendment to the Schedule 13D concerning the Common Shares has been adjusted to give effect to the annual 5% stock dividends paid to stockholders of the Company since 1999.

#### Item 2. Identity and Background

The final paragraph of Item 2 is hereby deleted and replaced in its entirety with the following:

Neither of the Reporting Persons, except as described below, has been convicted in any criminal proceeding (excluding traffic violations and similar misdemeanors), or was a party to any civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was subject to a judgment, decree or final order enjoining future violations of, or prohibiting activity subject to, federal or state securities laws or finding any violation with respect to such laws during the last five years. Dr. Frost is a citizen of the United States.

On December 27, 2018, Frost and the Gamma Trust entered into a settlement agreement with the SEC, which was approved by the court on January 10, 2019, to resolve an action brought by the SEC against Frost, the Gamma Trust, and others, in SEC v. Honig et al., 18 Civ. 08175 (S.D.N.Y.). Without admitting or denying the SEC's allegations, Frost agreed to injunctions from violations of the Sections 5(a), 5(c), and 17(a)(2) of the Securities Act of 1933 and Section 13(d) of the Securities Exchange Act of 1934 and Rule 13d-1(a) thereunder; approximately \$5.5 million in penalty, disgorgement, and prejudgment interest; and a prohibition, with certain exceptions, from trading in penny stocks. Without admitting or denying the SEC's allegations, the Gamma Trust agreed to injunctions from violations of Section 17(a)(2) of the Securities Act of 1933; and a prohibition, with certain exceptions, from trading in penny stocks.

#### Item 5. Interest in Securities of the Issuer

No change.

## **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019

/s/ Phillip Frost, M.D.

Phillip Frost, M.D.

FROST GAMMA INVESTMENTS TRUST

By: /s/ Phillip Frost, M.D.

Name: Phillip Frost, M.D.

Title: Trustee

FROST NEVADA INVESTMENTS TRUST

By: /s/ Phillip Frost, M.D.

Name: Phillip Frost, M.D.

Title: Trustee

/s/ Patricia Frost

Patricia Frost