

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

FORM S-8
Post-Effective Amendment to
Form S-8 Registration Statement No. 333-196274
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)

65-0949535
(I.R.S. employer
identification no.)

4400 Biscayne Boulevard
Miami, Florida 33137
(Address of principal executive offices, including zip code)

Vector Group Ltd. Amended and Restated 2014 Management Incentive Plan
Vector Group Ltd. 2023 Management Incentive Plan
(Full title of each plan)

J. Bryant Kirkland III
Senior Vice President, Treasurer and Chief Financial Officer
4400 Biscayne Boulevard
Miami, Florida 33137
(305)-579-8000
(Name, address, and telephone number of agent for service)

With a copy to:

Alan J. Fishman
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
(212) 558-4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act:

EXPLANATORY NOTE

Vector Group Ltd. (the “Company”) is filing with the Securities and Exchange Commission (the “Commission”) this post-effective amendment (the “Post-Effective Amendment”) relating to the registration statement on Form S-8 (File No. 333-196274) filed with the Commission on May 27, 2014 (the “Registration Statement”), which registered 10,000,000 shares of the Company’s common stock, par value \$0.10 per share (the “Common Stock”), issuable pursuant to the Vector Group Ltd. Amended and Restated 2014 Management Incentive Plan (the “Prior Plan”).

On July 26, 2023, the Company’s stockholders approved the adoption of the Vector Group Ltd. 2023 Management Incentive Plan (the “2023 Plan”) and on August 25, 2023, the Company filed a registration statement on Form S-8 registering shares of Common Stock under the 2023 Plan. In connection with the approval of the 2023 Plan, no further awards will be made under the Prior Plan. As of August 25, 2023, there were 3,972,538 shares of Common Stock authorized to be issued under the Prior Plan that were not issued or subject to outstanding awards granted under the Prior Plan (the “Unused Reserve”). Under the terms of the 2023 Plan, the Company may issue up to 8,000,000 shares of Common Stock, which represents the sum of (i) 4,027,462 newly reserved shares of Common Stock and (ii) the Unused Reserve.

Accordingly, pursuant to the undertaking in Item 512(a)(1)(iii) of Regulation S-K that the Company disclose a material change in the plan of distribution as it was originally disclosed in the Registration Statement, the Company is filing this Post-Effective Amendment to the Registration Statement to register the offer of the Unused Reserve under the 2023 Plan and reflect that the Unused Reserve may be issued and sold under the 2023 Plan (as such shares would no longer be issuable under the Prior Plan as of the effective date of the 2023 Plan).

Contemporaneously with the filing of this Post-Effective Amendment to the Registration Statement, the Company is filing a Registration Statement on Form S-8 to register the 4,027,462 shares of Common Stock authorized for issuance pursuant to the 2023 Plan, which amount excludes the Unused Reserve. No additional shares of Common Stock are being registered by this Post-Effective Amendment to the Registration Statement.

Except to the extent specified herein, the Registration Statement as previously filed is not amended or otherwise affected by this Post-Effective Amendment thereto.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the Commission by the Company are incorporated by reference in this Registration Statement:

1. The Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed by the Company with the Commission on February 21, 2023, as amended by Amendment No. 1, filed by the Company with the Commission on May 1, 2023.
2. The Company’s Quarterly Reports on Form 10-Q for the quarterly periods ended (i) March 31, 2023, filed by the Company with the Commission on May 9, 2023, and (ii) June 30, 2023, filed by the Company with the Commission on August 4, 2023.
3. The Company’s Current Report on Form 8-K dated July 26, 2023, filed by the Company with the Commission on July 31, 2023.
4. The description of the Company’s Common Stock under the heading “Description of Capital Stock” contained in the Registration Statement on Form S-3ASR (File No. 333-267358) filed by the Company on September 9, 2022, including any amendments or supplements thereto.

All reports and other documents filed by the Company with the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") subsequent to the date of this Registration Statement (other than any such documents or portions thereof that are furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K, unless otherwise indicated therein, including any exhibits included with such Items), prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement 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 or incorporated by reference herein or in any 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

Not Applicable.

Item 6. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law (the "DGCL") permits a corporation to indemnify its directors and officers against expenses, including attorneys' fees, judgments, fines and amounts paid in settlements actually and reasonably incurred by them in connection with any action, suit or proceeding brought by third parties. The directors or officers must have acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reason to believe their conduct was unlawful. In a derivative action, an action only by or in the right of the corporation, indemnification may be made only for expenses actually and reasonably incurred by directors and officers in connection with the defense or settlement of an action or suit, and only with respect to a matter as to which they shall have acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation. No indemnification shall be made if such person shall have been adjudged liable to the corporation, unless and only to the extent that the court in which the action or suit was brought shall determine upon application that the defendant officers or directors are fairly and reasonably entitled to indemnity for such expenses despite such adjudication of liability. The Company's amended and restated certificate of incorporation provides for indemnification by the Company its directors, senior officers and employees to the fullest extent permitted by the DGCL.

Section 102(b)(7) of the DGCL permits a corporation to provide in its charter that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) for payments of unlawful dividends or unlawful stock purchases or redemptions, or (4) for any transaction from which the director derived an improper personal benefit. The Company's amended and restated certificate of incorporation provides for such limitation of liability.

The Company also maintains liability insurance for the benefit of its directors and officers.

Item 7. Exemption from Registration Claimed

Not Applicable.

Item 8. Exhibits

Exhibits

- 4.1 Vector Group Ltd. 2023 Management Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated July 26, 2023, filed by the Company with the Commission on July 31, 2023).
- 4.2 Vector Group Ltd. Amended and Restated 2014 Management Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K dated March 10, 2014).
- 4.3 Form of Restricted Stock Award Agreement under Vector Group Ltd. 2023 Management Incentive Plan (incorporated by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-8, dated August 25, 2023).
- 4.4 Form of Performance-Based Restricted Stock Award Agreement under Vector Group Ltd. 2023 Management Incentive Plan (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-8, dated August 25, 2023).
- 4.5 Form of Non-Employee Director Restricted Shares Award Agreement under Vector Group Ltd. 2023 Management Incentive Plan (incorporated by reference to Exhibit 4.5 to the Company's Registration Statement on Form S-8, dated August 25, 2023).
- 5.1* Opinion of Sullivan & Cromwell LLP
- 23.1* Consent of Deloitte & Touche LLP.
- 23.2* Consent of Sullivan & Cromwell LLP, included in the opinion filed as Exhibit 5.1 and incorporated herein by reference.
- 24.1* Powers of Attorney (included on signature page of this Part II).

* Filed herewith.

Item 9. Undertakings

- (a) The Company 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;
- (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
- (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 (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by us pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement;

- (2) That, for the purpose of determining any liability under the Securities Act, 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 hereby which remain unsold at the termination of the offering.
- (b) The Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange 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 hereof.
- (h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the 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 Company of expenses incurred or paid by a director, officer or controlling person of the Company 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 Company 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 Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized on August 25, 2023.

VECTOR GROUP LTD.

By: /s/ J. Bryant Kirkland
III

Name: J. Bryant Kirkland III

Title: Senior Vice
President, Treasurer
and Chief Financial
Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints each of Richard J. Lampen, Marc N. Bell and J. Bryant Kirkland III his true and lawful attorney-in-fact, with full power of substitution and resubstitution for such person and in his name, place and stead, in any and all capacities to sign any and all amendments including post-effective amendments to this Registration Statement and any and all registration statements filed pursuant to Rule 462 under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact or his substitute, each acting alone, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>Date</u>
<u>/s/ Howard M. Lorber</u> Howard M. Lorber	President and Chief Executive Officer (Principal Executive Officer)	August 25, 2023
<u>/s/ J. Bryant Kirkland III</u> J. Bryant Kirkland III	Senior Vice President, Treasurer and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 25, 2023
<u>/s/ Bennett S. LeBow</u> Bennett S. LeBow	Director	August 25, 2023
<u>/s/ Henry C. Beinstein</u> Henry C. Beinstein	Director	August 25, 2023
<u>/s/ Ronald J. Bernstein</u> Ronald J. Bernstein	Director	August 25, 2023
<u>/s/ Paul V. Carlucci</u> Paul V. Carlucci	Director	August 25, 2023
<u>/s/ Richard J. Lampen</u> Richard J. Lampen	Director	August 25, 2023
<u>/s/ Jean E. Sharpe</u> Jean E. Sharpe	Director	August 25, 2023
<u>/s/ Barry Watkins</u> Barry Watkins	Director	August 25, 2023
<u>/s/ Wilson L. White</u> Wilson L. White	Director	August 25, 2023

[Letterhead of Sullivan & Cromwell LLP]

August 25, 2023

Vector Group Ltd.,
4400 Biscayne Boulevard,
Miami, Florida 33137.

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933 (the “Act”) of 3,972,538 shares of common stock, par value \$0.01 per share, of Vector Group Ltd., a Delaware corporation (the “Company”), issuable under the Vector Group Ltd. 2023 Management Incentive Plan (the “2023 MIP”) and, such shares issuable under the 2023 MIP, the “Securities”), which were authorized to be issued under the Vector Group Ltd. Amended and Restated 2014 Management Incentive Plan (the “2014 MIP”) that were not issued or subject to outstanding awards granted under the 2014 MIP, we, as your counsel, have examined such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion.

Upon the basis of such examination, it is our opinion that when the Post-Effective Amendment (the “Post-Effective Amendment”) to Registration Statement No. 333-196274 on Form S-8 relating to the Securities (the “Registration Statement”) has become effective under the Act, the terms of the issuance of the Securities have been duly established in conformity with the Company’s certificate of incorporation and the 2023 MIP, and the Securities have been duly issued and sold as contemplated by the Registration Statement and the 2023 MIP, the Securities will be validly issued, fully paid and nonassessable.

In rendering the foregoing opinion, we are not passing upon, and assume no responsibility for, any disclosure in any registration statement or any related prospectus or other offering material relating to the offer and sale of the Securities.

The foregoing opinion is limited to the Federal laws of the United States and the General Corporation Law of the State of Delaware, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

We have relied as to certain factual matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Sullivan & Cromwell LLP



Deloitte & Touche LLP
Certified Public Accountants
Brickell World Plaza
600 Brickell Avenue
Suite 3700
Miami, FL 33131-3090
USA

Tel: +1 305 372 3100

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Post-Effective Amendment to the Registration Statement on Form S-8 of our reports dated February 21, 2023, relating to the financial statements of Vector Group Ltd. and the effectiveness of Vector Group Ltd.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Vector Group Ltd. for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP
Miami, Florida

August 25, 2023