



---

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

---

**POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-3  
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)

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

**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)

---

**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)

---

*Copies to:*

**Mark J. Mihanovic, Esq.**  
McDermott Will & Emery LLP  
2049 Century Park East, 34th Floor  
Los Angeles, California 90067  
(310) 277-4110

---

Approximate date of commencement of proposed sale to the public: From time to time following the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.  o

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.  x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  o

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  o

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.  o

---



## **TABLE OF CONTENTS**

[EXPLANATORY NOTE](#)

[PART II](#)

[INFORMATION NOT REQUIRED IN PROSPECTUS](#)

[SIGNATURES](#)

[Opinion of McDermott Will & Emery LLP](#)

---

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-3 (File No. 333-121502) of Vector Group Ltd. is filed pursuant to Rule 462(d) under the Securities Act solely to add an exhibit to the Registration Statement.

**PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS**

Item 16. *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
3.1**	Amended and Restated Certificate of Incorporation of Vector (incorporated by reference to Exhibit 3.1 in Vector's Form 10-Q for the quarter ended September 30, 1999).
3.2**	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Vector (incorporated by reference to Exhibit 3.1 in Vector's Form 8-K dated May 24, 2000).
3.3**	Bylaws of Vector (incorporated by reference to Exhibit 3.3 in Vector's Form 10-K for the year ended December 31, 2003).
5**	Opinion of McDermott Will & Emery LLP.
8	Opinion of McDermott Will & Emery LLP regarding certain tax matters.
10.1**	Indenture, dated as of November 18, 2004, between Vector and Wells Fargo Bank, N.A. (incorporated by reference to Exhibit 4.1 in Vector's Form 8-K dated November 23, 2004).
10.2**	Registration Rights Agreement, dated as of November 16, 2004, among Vector and the purchasers set forth therein (incorporated by reference to Exhibit 4.3 in Vector's Form 8-K dated November 17, 2004).
12**	Computation of Ratio of Earnings to Fixed Charges.
23.1**	Consent of PricewaterhouseCoopers LLP, independent registered certified public accounting firm.
23.2**	Consent of McDermott Will & Emery LLP (included in Exhibit 5).
23.3	Consent of McDermott Will & Emery LLP (included in Exhibit 8).
24**	Power of Attorney (included on signature page).
25**	Form T-1 Statement of Eligibility of Trustee for Indenture under the Trust Indenture Act of 1939.

\*\*Previously filed.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 2 to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami, and State of Florida, on May 31, 2005.

VECTOR GROUP LTD.

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

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Registration Statement has been signed below by the following persons in the capacities indicated on May 31, 2005.

<u>/s/ Bennett S. LeBow*</u>	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)
Bennett S. LeBow	Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Joselynn D. Van Siclen</u>	Director
Joselynn D. Van Siclen	Director
<u>/s/ Henry C. Beinstein*</u>	Director
Henry C. Beinstein	Director
<u>/s/ Ronald J. Bernstein*</u>	Director
Ronald J. Bernstein	Director
<u>/s/ Robert J. Eide*</u>	Director
Robert J. Eide	Director
<u>/s/ Howard M. Lorber*</u>	Director
Howard M. Lorber	Director
<u>/s/ Jeffrey S. Podell*</u>	Director
Jeffrey S. Podell	Director
<u>/s/ Jean E. Sharpe*</u>	Director
Jean E. Sharpe	Attorney-in-Fact
<u>* By: /s/ Joselynn D. Van Siclen</u>	
Joselynn D. Van Siclen	

## Letterhead of McDermott Will &amp; Emery LLP

May 31, 2005

Vector Group Ltd.  
100 S.E. 2nd Street, 32nd Floor  
Miami, Florida 33131

Re: Vector Group Ltd.  
5% Variable Interest Senior Convertible Notes due November 15, 2011  
and Common Stock Issuable Upon Conversion of the Notes

Ladies and Gentlemen:

You have requested our opinion as to certain United States Federal backup withholding tax and information reporting consequences applicable to U.S. holders and as to certain United States Federal withholding tax and information reporting consequences applicable to non-U.S. holders, each relating to the ownership and disposition of the Vector Group Ltd. 5% Variable Interest Senior Convertible Notes due November 14, 2011 (the "Notes") and the common stock issuable upon conversion of the notes (the "Common Stock"). The Notes and Common Stock are described in the Registration Statement on Form S-3, File No. 333-121502, of Vector Group Ltd. (the "Registration Statement"), which includes the prospectus related thereto as supplemented (the "Prospectus").

In formulating our opinion, we have examined the Registration Statement, the Prospectus and such other documents as we deem relevant for purposes of this opinion. In addition, we have assumed that (i) the Notes and Common Stock will be issued in the manner contemplated by the Prospectus and (ii) the terms of the Notes are as set forth in the Indenture described in the Prospectus.

Based upon and subject to the foregoing, the discussion contained in the Prospectus under the captions (1) "Certain United States Federal Income Tax Consequences – Consequences to U.S. Holders – Backup Withholding and Information Reporting," (2) "Certain United States Federal Income Tax Consequences – Consequences to Non-U.S. Holders – Payments of Interest," and (3) "Certain United States Federal Income Tax Consequences – Consequences to Non-U.S. Holders – Backup Withholding and Information Reporting," subject to the limitations and qualifications described herein, represents our opinion with respect to such statements of law or legal conclusions with respect to United States Federal backup withholding tax and information reporting applicable to U.S. holders and withholding tax and information reporting applicable to non-U.S. holders, in each case insofar as such statements constitute summaries of the legal matters or documents referred to therein. Because this opinion is being delivered prior to the issuance of all of the Common Stock, it must be considered prospective and dependent on future events. There can be no assurance that changes in the law will not take place that could affect the United States Federal backup withholding tax and information reporting applicable to U.S. holders and United States Federal withholding tax and information reporting applicable to non-U.S. holders, relating to the ownership or dispositions of the Notes or Common Stock or that contrary positions may not be taken by the Internal Revenue Service. We undertake no

---

responsibility to advise you of any new developments in the facts or in the application or interpretation of the Federal income tax laws.

This opinion relates solely to the United States Federal backup withholding tax and information reporting applicable to U.S. holders and United States Federal withholding tax and information reporting applicable to non-U.S. holders, relating to the ownership or dispositions of the Notes and no opinion is expressed as to the tax consequences under any foreign, state or local tax law. Furthermore, our opinion is based on current Federal tax law and administrative practice, and we do not undertake to advise you as to any changes after the date hereof in Federal tax law or administrative practice that may affect our opinion.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission.

Sincerely,

/s/ McDermott Will & Emery LLP  
McDermott Will & Emery LLP