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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): August 22, 2016

**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))
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**Item 7.01. Regulation FD Disclosure.**

Vector Group Ltd. has prepared materials for presentations to investors. The materials are furnished (not filed) as Exhibits 99.1, 99.2 and 99.3 to this Current Report on Form 8-K pursuant to Regulation FD.

**Non-GAAP Financial Measures**

Exhibits 99.1, 99.2 and 99.3 contain the Non-GAAP Financial Measures discussed below.

Please refer to Current Reports on Form 8-K dated July 28, 2016, March 8, 2016 and October 2, 2015 for reconciliations of GAAP Financial Measures to Non-GAAP Financial Measures. Non-GAAP Financial Measures include adjustments for purchase accounting associated with the Company's acquisition of its additional 20.59% interest in Douglas Elliman Realty, LLC, as well as the related purchase accounting adjustments, and assume such acquisition occurred prior to the beginning of each period presented. Non-GAAP Financial Measures also include adjustments for litigation settlement and judgment expenses in the Tobacco segment, settlements of long-standing disputes related to the Master Settlement Agreement in the Tobacco segment, restructuring and pension settlement expenses in the Tobacco segment, non-cash stock compensation expenses (for purposes of Adjusted EBITDA only) and non-cash interest items associated with the Company's convertible debt.

Adjusted Revenues, New Valley LLC Adjusted Revenues and Douglas Elliman Realty, LLC Adjusted Revenues (hereafter referred to as "the Non-GAAP Revenue Financial Measures") and Adjusted EBITDA, Adjusted Net Income, Adjusted Operating Income, Tobacco Adjusted Operating Income, New Valley LLC Adjusted EBITDA and Douglas Elliman Realty, LLC Adjusted EBITDA (hereafter, along with the Non-GAAP Revenue Measures referred to as "the Non-GAAP Financial Measures") are financial measures not prepared in accordance with generally accepted accounting principles ("GAAP"). The Company believes that the Non-GAAP Financial Measures are important measures that supplement discussions and analysis of its results of operations and enhances an understanding of its operating performance. The Company believes the Non-GAAP Financial Measures provide investors and analysts with a useful measure of operating results unaffected by differences in capital structures and ages of related assets among otherwise comparable companies. In the case of the Non-GAAP Revenue Financial Measures, management believes revenue growth in its real estate segment is an important measure of growth because increased revenues generally result in increased gross margin as a result of absorption of fixed operating costs, which management believes will lead to increased future profitability as well as increased capacity to expand into new and existing markets. A key strategy of the Company is its ability to move into new markets and therefore gross revenues provide information with respect to the Company's ability to achieve its strategic objectives. Management also believes increased revenues generally indicate increased market share in existing markets as well as expansion into new markets. Consequently, management believes the Non-GAAP Revenue Financial Measures are meaningful indicators of operating performance.

Management uses the Non-GAAP Financial Measures as measures to review and assess operating performance of the Company's business, and management and investors should review both the overall performance (GAAP net income) and the operating performance (the Non-GAAP Financial Measures) of the Company's business. While management considers the Non-GAAP Financial Measures to be important, they should be considered in addition to, but not as substitutes for or superior to, other measures of financial performance prepared in accordance with GAAP, such as operating income, net income and cash flows from operations. In addition, the Non-GAAP Financial Measures are susceptible to varying calculations and the Company's measurement of the Non-GAAP Financial Measures may not be comparable to those of other companies.

Adjusted Revenues is defined as revenues plus the additional revenues as a result of the consolidation of Douglas Elliman plus one-time purchase accounting adjustments to fair value for deferred revenues recorded in connection with the increase of the Company's ownership of Douglas Elliman. EBITDA is defined as net income before interest, taxes, depreciation and amortization. Adjusted EBITDA is EBITDA, as defined above, and as adjusted for changes in fair value of derivatives embedded with convertible debt, equity gains (losses) on long-term investments, gains (losses) on sale of investment securities available for sale, equity income from non-consolidated real estate businesses, loss on extinguishment of debt, acceleration of interest expense related to debt conversion, stock-based compensation expense (for purposes of Adjusted EBITDA only), litigation settlement and judgment expense, settlements of long-standing disputes related to the Master Settlement Agreement ("MSA"), restructuring and pension settlement expense, gains on acquisition of Douglas Elliman, changes to EBITDA as a result of the consolidation of Douglas Elliman and other charges.

New Valley LLC ("New Valley"), the real estate subsidiary of the Company, owns real estate and 70.59% of Douglas Elliman, the largest residential brokerage firm in the New York metropolitan area, as well as a minority stake in numerous real estate investments. New Valley LLC Adjusted Revenues and New Valley LLC Adjusted EBITDA are defined as the portion of Adjusted Revenues and Adjusted EBITDA that relate to New Valley. New Valley's Adjusted EBITDA does not include an allocation of expenses from the Corporate and Other segment of Vector Group Ltd.

## Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements, which involve risk and uncertainties. The words "could", "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, 2015. 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.

## Item 9.01. Financial Statements and Exhibit

(d) Exhibit.

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Investor presentation of Vector Group Ltd. dated August 2016 (furnished pursuant to Regulation FD).
99.2	Fact Sheet of Vector Group Ltd. dated August 1, 2016 (furnished pursuant to Regulation FD).
99.3	Fact Sheet of New Valley LLC dated August 1, 2016 (furnished pursuant to Regulation FD).

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

Senior Vice President, Treasurer and Chief Financial Officer

Date: August 22, 2016

VGR  
LISTED  
NYSE



INVESTOR PRESENTATION

August 2016

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## DISCLAIMER

This document and any related oral presentation does not constitute an offer or invitation to subscribe for, purchase or otherwise acquire any equity securities or debt securities instruments of Vector Group Ltd. ("Vector", "Vector Group Ltd." or "the Company") and nothing contained herein or its presentation shall form the basis of any contract or commitment whatsoever.

The distribution of this document and any related oral presentation in certain jurisdictions may be restricted by law and persons into whose possession this document or any related oral presentation comes should inform themselves about, and observe, any such restriction. Any failure to comply with these restrictions may constitute a violation of the laws of any such other jurisdiction.

The information contained herein does not constitute investment, legal, accounting, regulatory, taxation or other advice and the information does not take into account your investment objectives or legal, accounting, regulatory, taxation or financial situation or particular needs. You are solely responsible for forming your own opinions and conclusions on such matters and the market and for making your own independent assessment of the information. You are solely responsible for seeking independent professional advice in relation to the information and any action taken on the basis of the information.

The following presentation may contain "forward-looking statements," including any statements that may be contained in the presentation that reflect Vector's expectations or beliefs with respect to future events and financial performance, such as the expectation that the tobacco transition payment program could yield substantial incremental free cash flow. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those contained in any forward-looking statement made by or on behalf of the Company, including the risk that changes in Vector's capital expenditures impact its expected free cash flow and the other risk factors described in Vector's annual report on Form 10-K for the year ended December 31, 2015, as filed with the SEC. Please also refer to Vector's Form 10-Q for the quarterly period ended June 30, 2016. Please also refer to Vector's Current Reports on Forms 8-K, filed on October 2, 2015, March 8, 2016, April 1, 2016 and July 28, 2016 (Commission File Number 1-5759) as filed with the SEC for information, including cautionary and explanatory language, relating to Non-GAAP Financial Measures in this Presentation labeled "Adjusted".

Results actually achieved may differ materially from expected results included in these forward-looking statements as a result of these or other factors. Due to such uncertainties and risks, potential investors are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date on which such statements are made. The Company disclaims any obligation to, and does not undertake to, update or revise and forward-looking statements in this presentation.

## INVESTMENT HIGHLIGHTS & PORTFOLIO

### Overview

- Diversified Holding Company with two unrelated, but complementary, businesses with iconic brand names: tobacco (Liggett Group) and real estate (Douglas Elliman)
- History of strong earnings, and Adjusted EBITDA has increased from \$175.6 million in 2010<sup>(1)</sup> to \$275.6 million for the twelve months ended June 30, 2016<sup>(2)</sup>
  - Tobacco Adjusted EBITDA of \$264.7 million for the twelve months ended June 30, 2016<sup>(3)</sup>
  - Douglas Elliman, which is a 70.59%-owned subsidiary, produces Adjusted Revenues of \$686 million and Adjusted EBITDA of \$46 million for the twelve months ended June 30, 2016<sup>(4)</sup>
- Diversified New Valley portfolio of consolidated and non-consolidated real estate investments
- Maintains substantial liquidity with cash, marketable securities and long-term investments of \$733 million as of June 30, 2016<sup>(5)</sup> and has no significant debt maturities until February 2019
- Uninterrupted quarterly cash dividends since 1995 and an annual 5% stock dividend since 1999
- Seasoned management team with average tenure of 23 years with Vector Group
- Management team and directors beneficially own approximately 13% of Vector Group
- Perpetual cost advantage over the largest U.S. tobacco companies – annual cost advantage ranged between \$163 million and \$168 million from 2011 to 2015<sup>(6)</sup>

*(1) Vector's Net income for the year ended December 31, 2010 was \$54.1M. Adjusted EBITDA is a Non-GAAP Financial Measure. Please refer to Exhibit 99.1 of the Company's Current Report on Form 8-K, dated October 2, 2015 (Table 1) for a reconciliation of Net income to Adjusted EBITDA as well as the Disclaimer to this document on Page 2.*

*(2) Vector's Net income for the twelve months ended June 30, 2016 was \$63.7 million. Adjusted EBITDA is a Non-GAAP Financial Measure. Please refer to Exhibit 99.1 of the Company's Current Report on Form 8-K, filed on July 28, 2016, for a reconciliation of Net income to Adjusted EBITDA as well as the Disclaimer to this document on Page 2.*

*(3) All "Liggett" and "Tobacco" financial information in this presentation includes the operations of Liggett Group LLC, Vector Tobacco Inc., and Liggett Vector Brands LLC unless otherwise noted. Tobacco Adjusted EBITDA is a Non-GAAP Financial Measure and is defined in Table 3 of Exhibit 99.1 to the Company's Current Report on Form 8-K, dated July 28, 2016.*

*(4) Douglas Elliman's revenues were \$685 million and its Net income was \$33.4 million for the twelve months ended June 30, 2016. Adjusted Revenues and Adjusted EBITDA are Non-GAAP Financial Measures. Please refer to Exhibit 99.1 of the Company's Current Report on Form 8-K, dated July 28, 2016, for a reconciliation to Revenues of Non-GAAP financial measures and Net Income to Adjusted Revenues and Adjusted EBITDA (Tables 9 and 10) as well as the Disclaimer to this document on Page 2.*

*(5) Excludes real estate investments.*

*(6) Cost advantage applies only to cigarettes sold below applicable market share exemption.*

TOBACCO OPERATIONS

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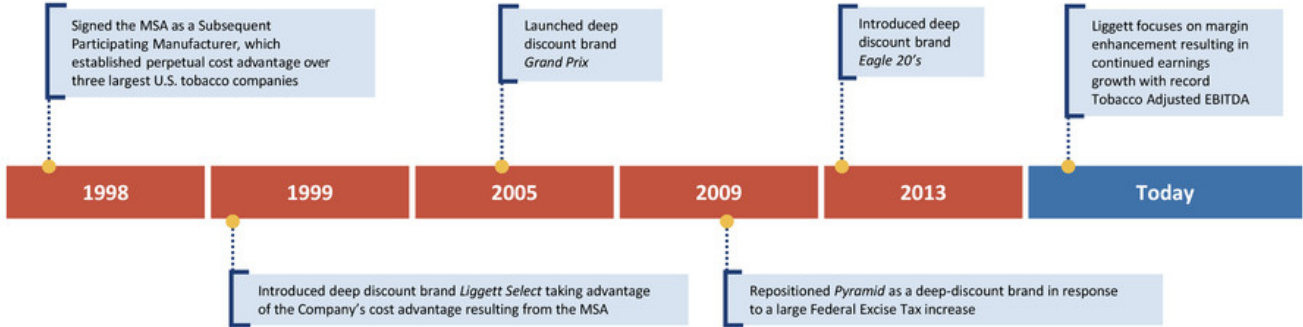
## LIGGETT GROUP OVERVIEW

- Fourth-largest U.S. tobacco company; founded in 1873
  - Core Discount Brands – *Pyramid, Grand Prix, Liggett Select, Eve* and *Eagle 20's*
  - Partner Brands – *USA, Bronson* and *Tourney*
- Consistent and strong cash flow
  - Tobacco Adjusted EBITDA of \$264.7 million for the twelve months ended June 30, 2016<sup>(1)</sup>
  - Low capital requirements with capital expenditures of \$5.1 million related to tobacco operations for the twelve months ended June 30, 2016
- Current cost advantage of 68 cents per pack compared to the largest U.S. tobacco companies expected to maintain volume and drive profit in core brands
  - Pursuant to the MSA, Liggett has no payment obligations unless its market share exceeds a market share exemption of approximately 1.65% of total cigarettes sold in the United States, and Vector Tobacco has no payment obligations unless its market share exceeds a market share exemption of approximately 0.28% of total cigarettes sold in the United States
  - MSA exemption annual cost advantage ranged between \$163 million and \$168 million for Liggett and Vector Tobacco from 2011 to 2015.



<sup>(1)</sup> Tobacco Adjusted EBITDA is a Non-GAAP Financial Measure and is defined in Table 3 of Exhibit 99.1 of the Company's Current Report on Forms 8-K, dated July 28, 2016. Please also refer to the Disclaimer to this document on Page 2.

## LIGGETT GROUP HISTORY

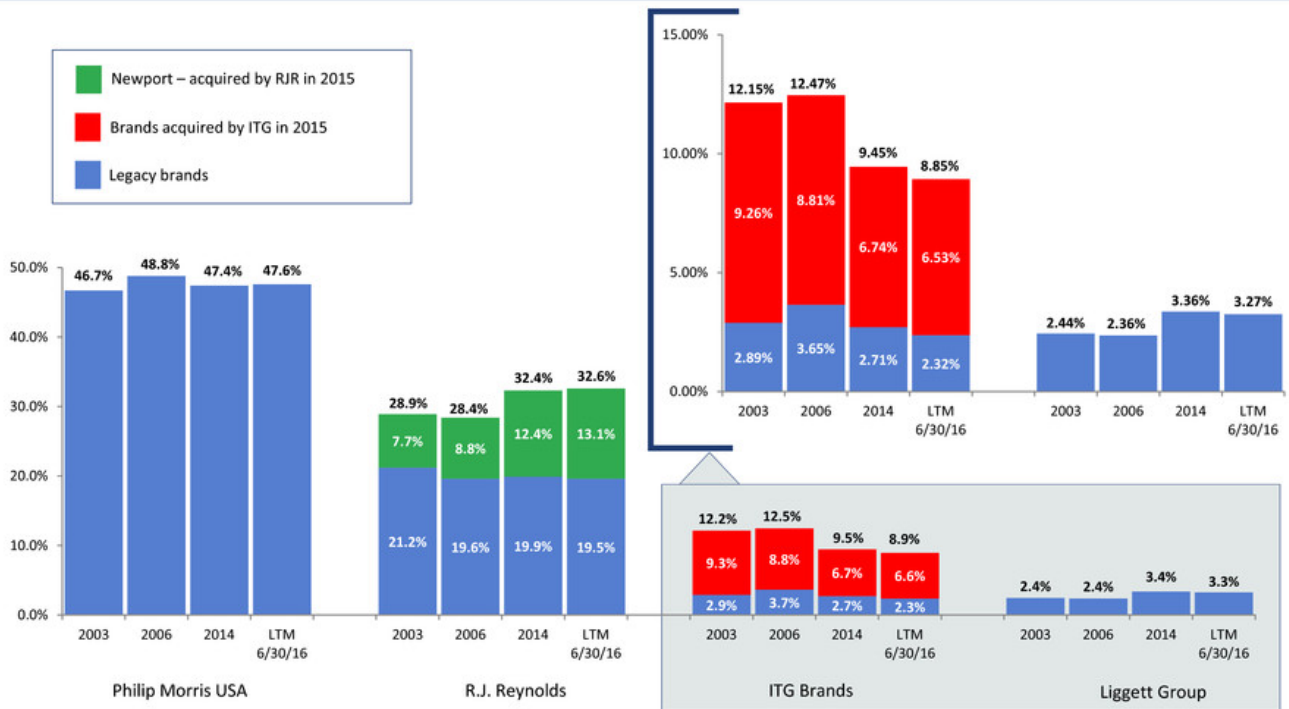


Source: MSA CRA wholesale shipment database.

Note: The Liggett and Vector Tobacco businesses have been combined into a single segment for all periods since 2007.

(1) Tobacco Adjusted EBITDA is a Non-GAAP Financial Measure and is defined in Table 3 of Exhibit 99.1 of the Company's Current Reports on Form 8-K, dated March 8, 2016, and July 28, 2016 as well as Table 2 to Exhibit 99.2 of the Company's Current Report on Form 8-K, dated October 2, 2015.

**PRO-FORMA U.S. TOBACCO INDUSTRY MARKET SHARE (1, 2)**



Source: The Maxwell Report's sales estimates for the cigarette industry for the years ended 2003 (February 2004), 2006 (February 2007) and 2015 (March 2016) and internal company estimates.

(1) Actual Market Share in 2003, 2006 and 2014 reported in the Maxwell Report for R.J. Reynolds was 29.6%, 27.6% and 32.6%, respectively, and, for ITG Brands, was 2.9%, 3.7%, 2.7% and 8.9%, respectively. Pro-forma market share has been computed by Vector Group Ltd. by applying historical market share of each brand to the present owner of brand. Thus, the graph assumes each company owned its current brands on January 1, 2003. The legacy brands market share of R.J. Reynolds in 2003 includes the market share of Brown & Williamson, which was acquired by R.J. Reynolds in 2004. In 2015, R.J. Reynolds acquired Lorillard Tobacco Company, which manufactured the Newport brand, and sold a portfolio of brands, including the Winston, Salem, Kool and Maverick brands to ITG Brands.

(2) Does not include smaller manufacturers, whose cumulative market shares were 9.8%, 7.9%, 8.8% and 7.6% in 2003, 2006, 2014 and the LTM 6/30/16, respectively.

## TOBACCO LITIGATION AND REGULATORY UPDATES

### Litigation

- Liggett led the industry in acknowledging the addictive properties of nicotine while seeking a legislated settlement of litigation
- In 2013, Liggett reached a settlement with approximately 4,900 *Engle* progeny plaintiffs, which represented substantially all of Liggett's pending litigation
  - Liggett agreed to pay \$60 million in a lump sum in 2014 and the balance in installments of \$3.4 million in the following 14 years (2015 – 2028)
  - Approximately 245 *Engle* progeny plaintiffs remain
  - As of June 30, 2016, there were eight cases under appeal. The current range of loss in the cases under appeal is \$0 to \$4.8 million (plus attorneys' fees and interest).
  - As of June 30, 2016, Liggett has secured approximately \$10.8 million in outstanding bonds related to these cases.

### Regulatory

- Since 1998, the MSA has restricted the advertising and marketing of tobacco products
- In 2009, Family Smoking Prevention and Tobacco Control Act granted the FDA power to regulate the manufacture, sale, marketing and packaging of tobacco products
  - FDA is prohibited from issuing regulations that ban cigarettes
- Federal Excise Tax is \$1.01/pack (since April 1, 2009) and additional state and municipal excise taxes exist.

# REAL ESTATE OPERATIONS

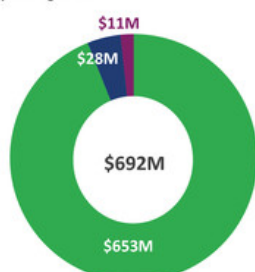
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## REAL ESTATE OVERVIEW

- New Valley, which owns 70.59% of Douglas Elliman Realty, LLC, is a diversified real estate company that is seeking to acquire or invest in additional real estate properties or projects
- New Valley has invested approximately \$200 million, as of June 30, 2016, in a broad portfolio of 23 real estate investments

### New Valley Adjusted Revenues – LTM June 30, 2016<sup>(1)</sup>

■ Real Estate Brokerage Commissions    ■ Other  
■ Property Management



### New Valley Adjusted EBITDA<sup>(1)</sup>



<sup>(1)</sup> New Valley's revenues were \$690.6M and New Valley's net income was \$59.4M, \$21.4M, \$11.7M and \$15.7M for the periods presented. Adjusted EBITDA and Adjusted Revenues are non-GAAP financial measures. For a reconciliation of Revenues to Adjusted Revenues and Net Income to Adjusted EBITDA, please see Vector Group Ltd.'s Current Reports on Forms S-K, filed on October 2, 2015 (Exhibit 99.2), March 8, 2016 (Exhibit 99.1) and July 28, 2016, as well as Form 10-K for the fiscal year ended December 31, 2015 and Form 10-Q for the quarterly period ended June 30, 2016 (Commission File Number 1-5759) as well as the Disclaimer to this document on Page 2. New Valley's Adjusted EBITDA do not include an allocation of Vector Group Ltd.'s Corporate and Other Expenses (for purposes of computing Adjusted EBITDA) of \$13.5M, \$11.4M, \$13.2M and \$14.7M for the periods presented, respectively.

# DOUGLAS ELLIMAN REALTY, LLC

- Largest residential real estate brokerage firm in the highly competitive New York metropolitan area and fourth-largest residential brokerage firm in the U.S.
- Approximately 6,000 affiliated agents and 90 offices in the U.S.
- Alliance with Knight Frank provides a network with 400 offices across 55 countries with 22,000 affiliated agents
- Also offers title and settlement services, relocation services, and residential property management services through various subsidiaries
- Became a consolidated subsidiary in December 2013

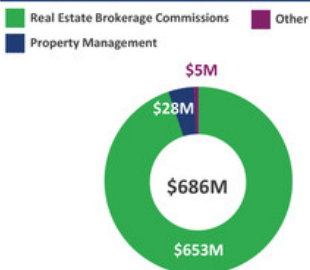
**Douglas Elliman Closed Sales – LTM June 30, 2016**



**Douglas Elliman Closed Sales – LTM June 30, 2016**



**Douglas Elliman Adjusted Revenues – LTM June 30, 2016<sup>(1)</sup>**



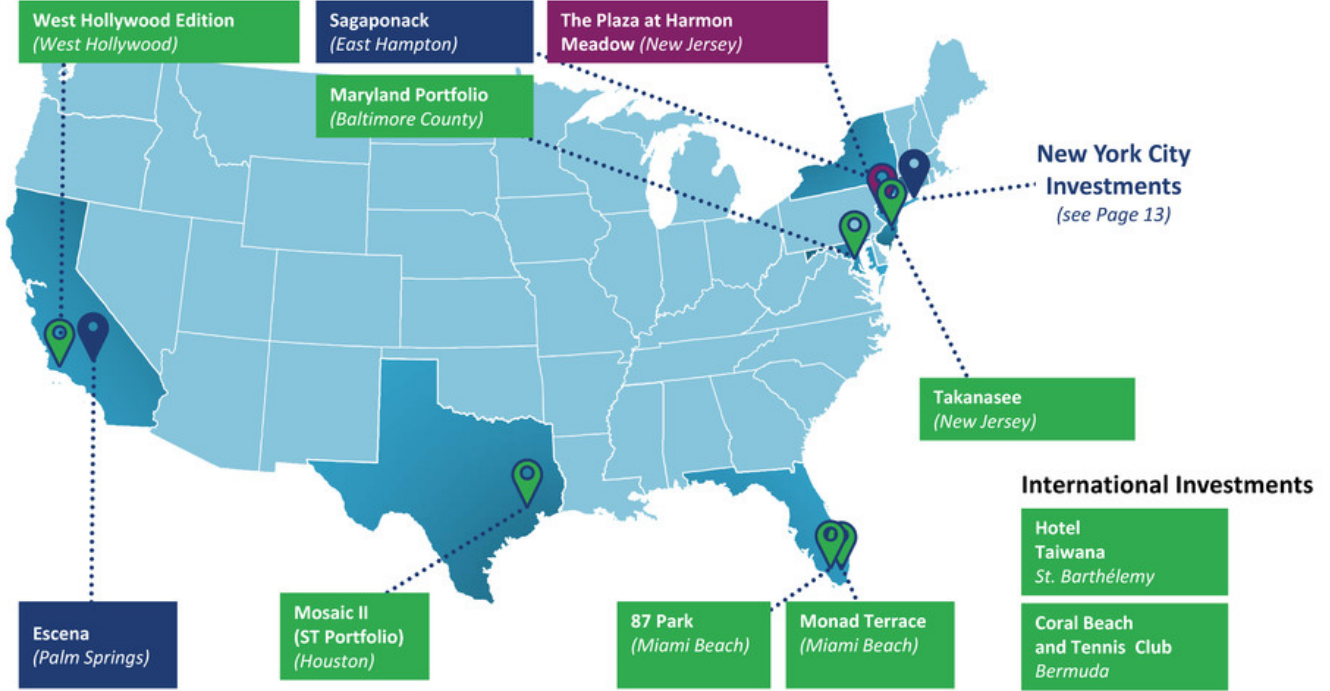
**Douglas Elliman Adjusted EBITDA<sup>(1)</sup>**



(1) Douglas Elliman's Revenues were \$685 million for the twelve months ended June 30, 2016 and Douglas Elliman's net income was \$38.1M, \$38.4M, \$22.2M and \$33.4M for the periods presented. Adjusted EBITDA and Adjusted Revenues are non-GAAP financial measures. For a reconciliation of Adjusted EBITDA to net income and Adjusted Revenues to revenues, please see Vector Group Ltd.'s Current Reports on Forms 8-K, filed on October 2, 2015 (Exhibit 99.2), March 8, 2016 (Exhibit 99.1) and July 28, 2016 (Exhibit 99.1) and Form 10-K for the fiscal year ended December 31, 2015 (Commission File Number 1-5759) as well as the Disclaimer to this document on Page 2.

**NEW VALLEY'S REAL ESTATE INVESTMENTS AT JUNE 30, 2016 <sup>(1)</sup>**

<span style="color: #004a7c;">■</span> Land Development/Real Estate Held for Sale, net	<span style="color: #008000;">■</span> Apartments/Condominiums/Hotels	<span style="color: #800040;">■</span> Commercial Retail/Office Assets
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(1) For the percentage of each real estate project owned, please refer to the "Summary of Real Estate Investments" section of Item 2--Management's Discussion and Analysis of Financial Condition and Results of Operations" of Vector Group Ltd.'s Form 10-Q for the quarterly period ended June 30, 2016 (Commission File Number 1-5759).



## NEW VALLEY'S REAL ESTATE INVESTMENTS IN NEW YORK CITY <sup>(1)</sup>



1. **The Marquand** Upper East Side
2. **10 Madison Square Park West** Flatiron District/NoMad
3. **11 Beach Street** TriBeCa
4. **20 Times Square** Times Square
5. **111 Murray Street** TriBeCa
6. **160 Leroy Street** Greenwich Village
7. **PUBLIC Chrystie House** Lower East Side
8. **The Dutch** Long Island City
9. **Queens Plaza** Long Island City
10. **Park Lane Hotel** Central Park South
11. **125 Greenwich Street** Financial District
12. **76 Eleventh Avenue** West Chelsea

(1) For the percentage of each real estate project owned, please refer to the "Summary of Real Estate Investments" section of Item 2 -Management's Discussion and Analysis of Financial Condition and Results of Operations -of Vector Group Ltd.'s Form 10-Q for the quarterly period ended June 30, 2016 (Commission File Number 1-5759).

## NEW VALLEY'S REAL ESTATE SUMMARY AS OF JUNE 30, 2016<sup>(1)</sup>

(Dollars in thousands)	Net cash invested	Cumulative earnings / (loss) <sup>(2)</sup>	Carrying value <sup>(2)(3)</sup>	Projected cumulative area	Projected construction end date	Range of ownership	Number of investments
<b>Land owned</b>							
New York City SMSA	\$ 12,684	\$ -	\$ 12,684		N/A	100.0%	1
All other U.S. areas	2,644	8,000	10,644	450 Acres	N/A	100.0%	1
	\$ 15,328	\$ 8,000	\$ 23,328				2
<b>Condominium and Mixed Use Development (Minority interest owned)</b>							
New York City SMSA <sup>(3)</sup>	\$ 105,718	\$ 25,150	\$ 130,868	2,885,000 Square feet	2015 - 2019	3.1% - 49.5%	11
All other U.S. areas	26,366	2,220	28,586	530,000 Square feet	2017 - 2019	15.0% - 48.5%	4
	\$ 132,084	\$ 27,370	\$ 159,454	3,415,000 Square feet			15
<b>Apartments (Minority interest owned)</b>							
All other U.S. areas	7,371	1,822	9,193	6,005 Apartments	N/A	7.6% - 16.3%	2
	\$ 7,371	\$ 1,822	\$ 9,193				2
<b>Hotels (Minority interest owned)</b>							
New York City SMSA	\$ 26,211	\$ (5,073)	\$ 21,138	628 Hotel rooms	N/A	5.2%	1
International	13,989	(3,041)	10,948	123 Hotel rooms	N/A	17.0% - 49.0%	2
	\$ 40,200	\$ (8,114)	\$ 32,086	751 Hotel rooms			3
<b>Commercial (Minority interest owned)</b>							
New York City SMSA	5,217	(1,535)	3,682	217,613 Square feet	N/A	49.0%	1
	\$ 5,217	\$ (1,535)	\$ 3,682				1
<b>Total</b>	<b>\$ 200,200</b>	<b>\$ 27,543</b>	<b>\$ 227,743</b>				<b>23</b>

### SUMMARY

New York City SMSA <sup>(3)</sup>	\$ 149,830	\$ 18,542	\$ 1768,372				14
All other U.S. areas	36,381	12,042	48,423				7
International	13,989	(3,041)	10,948				2
	\$ 200,200	\$ 27,543	\$ 227,743				23

(1) For the percentage of each real estate project owned, please refer to the "Summary of Real Estate Investments" section of Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations of Vector Group Ltd.'s Form 10-Q for the quarterly period ended June 30, 2016 (Commission File Number 1-5759).

(2) Includes interest expense capitalized to real estate ventures of \$14,764.

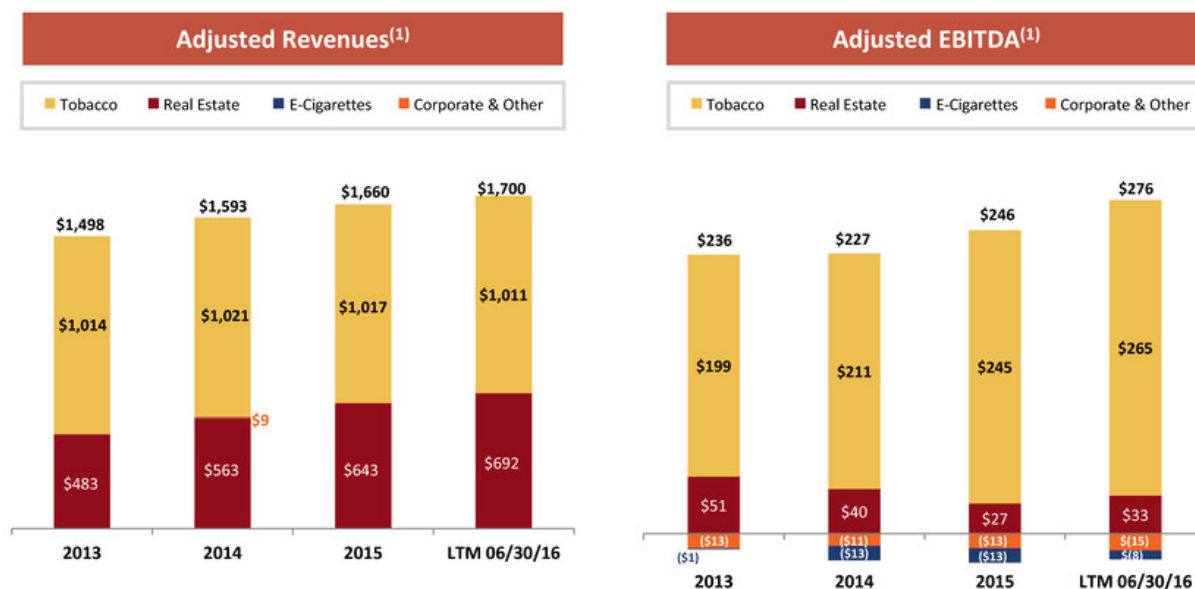
(3) Carrying value includes non-controlling interest of \$4,025.

## FINANCIAL DATA

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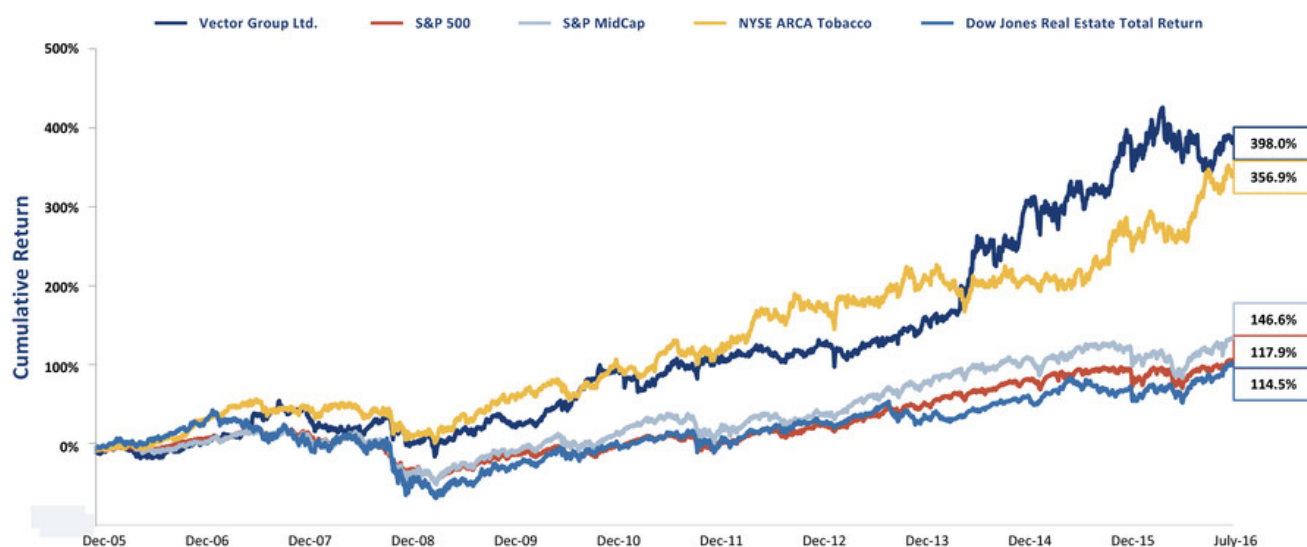
## ADJUSTED HISTORICAL FINANCIAL DATA

(Dollars in millions)



(1) Vector's revenues for the periods presented were \$1,096, \$1,080, \$1,591 and \$1,699, respectively. Vector's Net income for the periods presented was \$30.7, \$37.3, \$36.9 and \$63.7, respectively. Adjusted Revenues and Adjusted EBITDA are Non-GAAP Financial Measures. Please refer to the Company's Current Report on Forms S-K, filed on October 2, 2015 (Exhibit 99.2), March 8, 2016 (Exhibit 99.1), April 1, 2016 (Exhibit 99.2) and July 28, 2016 (Exhibit 99.1) for a reconciliation of Non-GAAP financial measures to GAAP as well as the Disclaimer to this document on Page 2.

## HISTORICAL STOCK PERFORMANCE



### Value of \$100 Invested – December 31, 2005

	Dec-05	Dec-06	Dec-07	Dec-08	Dec-09	Dec-10	Dec-11	Dec-12	Dec-13	Dec-14	Dec-15	July-16
<b>Vector Group Ltd.</b>	100.0	112.1	143.4	112.5	135.4	192.7	227.0	219.3	279.5	411.4	513.2	498.0
<b>S&amp;P 500</b>	100.0	115.8	122.2	77.0	97.4	112.0	114.4	132.7	175.6	199.7	202.4	217.9
<b>S&amp;P MidCap</b>	100.0	110.3	119.1	76.0	104.3	132.1	129.8	152.9	204.1	224.0	219.1	245.7
<b>NYSE ARCA Tobacco</b>	100.0	140.2	154.2	123.0	173.7	207.4	243.9	289.5	319.0	317.0	384.1	456.9
<b>Dow Jones Real Estate Total Return</b>	100.0	135.5	110.9	66.5	86.9	110.4	117.1	139.2	141.6	180.2	184.1	214.5

Note: The graph above compares the total annual return of Vector's Common Stock, the S&P 500 Index, the S&P MidCap 400 Index, the NYSE ARCA Tobacco Index and the Dow Jones Real Estate Total Return for the period from December 31, 2005 through July 29, 2016. The graph assumes that all dividends and distributions were reinvested. Source: Bloomberg LP



Vector Group Ltd. owns Liggett Group, Vector Tobacco and New Valley.  
New Valley owns a 70% interest in Douglas Elliman.

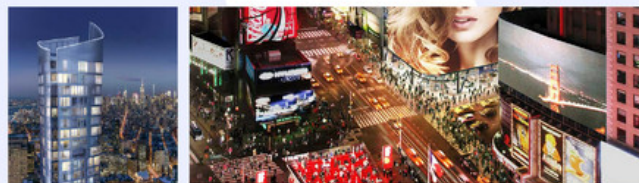
## TOBACCO

- Fourth-largest cigarette manufacturer in the U.S. with a strong family of brands — *Pyramid*, *Grand Prix*, *Liggett Select*, *Eve* and *Eagle 20's* — representing 12% share of the discount market.
- Focused on brand strength and long-term profit growth, while continuing to evaluate opportunities to pursue incremental volume and margin growth.
- Annual cost advantage due to favorable treatment under the Master Settlement Agreement that ranged between \$163 million and \$168 million from 2011 to 2015.
- The only cigarette company to have reached a comprehensive settlement resolving substantially all of the individual *Engle* progeny product liability cases pending in Florida. The *Engle* progeny cases have represented the most significant litigation against the U.S. cigarette industry in recent years.



## REAL ESTATE

- New Valley, which owns 70.59% of Douglas Elliman Realty, LLC, is a diversified real estate company that is seeking to acquire additional operating companies and real estate properties.
- New Valley has invested approximately \$200 million, as of June 30, 2016, in a broad portfolio of 23 real estate investments.
- Douglas Elliman is the largest residential real estate brokerage firm in the New York metropolitan area and the fourth-largest in the U.S.
- Douglas Elliman's closings totaled \$24.8 billion for the twelve months ended June 30, 2016 and it has approximately 6,000 affiliated agents and 90 offices throughout the New York metropolitan area, South Florida, Aspen, Greenwich, and Los Angeles.



## EXECUTIVE MANAGEMENT

**Howard M. Lorber**  
President and Chief Executive Officer

**Richard J. Lampen**  
Executive Vice President

**J. Bryant Kirkland III**  
Senior Vice President, Chief Financial Officer and Treasurer

**Marc N. Bell**  
Senior Vice President, General Counsel and Secretary

**Ronald J. Bernstein**  
President and Chief Executive Officer of Liggett Group LLC and Liggett Vector Brands LLC

## COMPANY HIGHLIGHTS

- Headquartered in Miami with an executive office in Manhattan and tobacco operations in North Carolina
- Employs approximately 1,400 people
- Executive management and directors beneficially own 13% of the Company
- Reported cash of \$475 million<sup>1</sup> and investments with fair value of \$258 million at June 30, 2016
- Recognized as one of America's Most Trustworthy Companies by *Forbes* in 2013



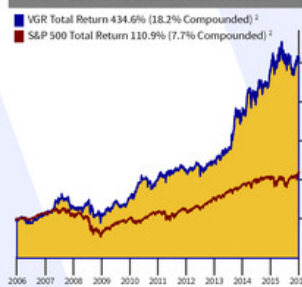
“Vector is a largely underfollowed company with a highly competent management team and numerous ways to unlock value”

Oppenheimer analyst Ian Zaffino  
*Barron's Online, August 14, 2014*

### Adjusted EBITDA



### 10-Year Stockholder Return



### Adjusted Revenues LTM 6/30/16



<sup>1</sup> Net income attributable to Vector Group Ltd. for the periods presented was \$37M, \$37M, \$58M and \$64M, respectively. The Company's revenues for the twelve months ended June 30, 2016 were \$1.699B. Adjusted EBITDA and Adjusted Revenues are non-GAAP financial measures. For a reconciliation of Adjusted EBITDA to net income and Adjusted Revenues to revenues, please see Vector Group Ltd.'s Current Reports on Forms 8-K, filed on July 28, 2016, April 1, 2016, March 8, 2016 and October 2, 2015 (Commission File Number 1-5759). Please also see Vector Group Ltd.'s Form 10-K for the year ended December 31, 2015 and Form 10-Q for the quarterly period ended June 30, 2016 (Commission File Number 1-5759).

<sup>2</sup> 10-Year return from July 31, 2006 to July 29, 2016 and assumes reinvestment of dividends received.

This summary contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We have identified these forward-looking statements using words such as "could" and similar expressions. These statements reflect our current beliefs. Accordingly, such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause our actual results, performance or achievements to differ materially from those expressed in, or implied by, such statements.  
Contact: Emily Deisler / Ben Spiochandler / Spencer Waybright of Sard Verblinnen & Co (212) 687-8080 [www.vectorgroupld.com](http://www.vectorgroupld.com)







New Valley LLC, the real estate subsidiary of Vector Group Ltd. (NYSE: VGR), owns real estate and 70% of Douglas Elliman, the largest residential brokerage firm in the New York metropolitan area, as well as a minority stake<sup>1</sup> in numerous real estate investments.

## NEW VALLEY REAL ESTATE INVESTMENTS<sup>1</sup>

New Valley has invested approximately \$200 million, as of June 30, 2016, in a broad portfolio of real estate projects.

### New Valley's Real Estate Investment Portfolio<sup>1</sup>



### New Valley's New York Real Estate Investments<sup>1</sup>

1. **The Marquand** Upper East Side
2. **10 Madison Square Park West** Flatiron District/NoMad
3. **11 Beach Street** TriBeCa
4. **20 Times Square** Times Square
5. **111 Murray Street** TriBeCa
6. **160 Leroy Street** Greenwich Village
7. **PUBLIC Chrystie House** Lower East Side
8. **The Dutch** Long Island City
9. **Queens Plaza** Long Island City
10. **Park Lane Hotel** Central Park South
11. **125 Greenwich Street** Financial District
12. **76 Eleventh Avenue** West Chelsea

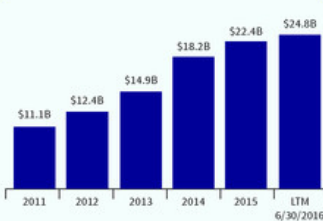
### International Investments<sup>1</sup>

- Hotel Taiwana, St. Barthélemy
- Coral Beach and Tennis Club, Bermuda

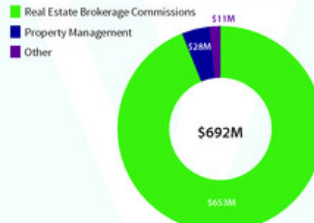
## DOUGLAS ELLIMAN

- Largest residential real estate brokerage firm in New York metropolitan area and fourth-largest in United States.
- Closings of \$24.8 billion for the last twelve months ended June 30, 2016; Douglas Elliman has approximately 6,000 affiliated agents and 90 offices throughout the New York metropolitan area, South Florida, Aspen, Greenwich, and Los Angeles.
- Strategic Marketing Partnership with Yahoo!-Zillow® Real Estate Network that provides advertising exclusivity for Douglas Elliman's listings.
- Maintains an alliance with Knight Frank—the largest independent residential brokerage in the United Kingdom—to jointly market high-end properties, providing a network with 400 offices across 55 countries with 20,000 affiliated agents.
- Adjusted Revenues and Adjusted EBITDA of Douglas Elliman of \$686 million<sup>2</sup> and \$46 million<sup>2</sup>, respectively, for the last twelve months ended June 30, 2016.

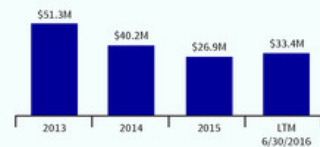
### Douglas Elliman Closings



### New Valley Adjusted Revenues - LTM June 30, 2016<sup>2</sup>



### New Valley Adjusted EBITDA<sup>2</sup>



<sup>1</sup> For the percentage of each real estate project owned, please refer to the "Summary of Real Estate Investments" section of Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations of Vector Group Ltd.'s Form 10-Q for the quarterly period ended June 30, 2016 (Commission File Number 1-5755).

<sup>2</sup> Douglas Elliman's Revenues were \$686M and Douglas Elliman's net income was \$33.4M for the twelve months ended June 30, 2016. New Valley's net income for the periods presented was approximately \$59.4M, \$21.4M, \$11.7M and \$15.7M, for the periods presented, respectively. New Valley's revenues for the twelve months ended June 30, 2016 were \$692M. Adjusted EBITDA and Adjusted Revenues are non-GAAP financial measures. New Valley's Adjusted EBITDA does not include an allocation of Vector Group Ltd.'s Corporate and Other Expenses for purposes of computing Adjusted EBITDA of \$12.5M, \$11.4M, \$13.2M and \$14.7M, for the periods presented, respectively. For a reconciliation of Adjusted EBITDA to net income and Adjusted Revenues to revenues, please see Vector Group Ltd.'s Current Reports on Forms 8-K, filed on July 28, 2016, March 8, 2016 and October 2, 2015 (Commission File Number 1-5755). Please also see Vector Group Ltd.'s Form 10-K for the year ended December 31, 2015 and Form 10-Q for the quarterly period ended June 30, 2016 (Commission File Number 1-5755).

