
**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): February 29, 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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers

On February 29, 2016, Vector Group Ltd. (the “Company”) and J. Bryant Kirkland III, the Vice President, Treasurer and Chief Financial Officer of the Company, entered into a letter agreement (the “Kirkland Amendment”) amending Mr. Kirkland’s Employment Agreement with the Company dated as of January 27, 2006. The amendment increased the amount of annual target bonus opportunity to be received by Mr. Kirkland under the Company’s 2014 Management Incentive Plan from 25% to 33.33% of base salary for years beginning after December 31, 2015. Effective January 1, 2016, Mr. Kirkland’s annual base salary was increased from \$425,000 to \$500,000.

The foregoing description of the Kirkland Amendment is qualified in its entirety by reference to the Kirkland Amendment, which is included as Exhibit 10.1 hereto and incorporated herein by reference.

Item 9.01 - Financial Statements and Exhibits

Exhibit Index

10.1 Amendment to Employment Agreement, dated as of February 29, 2016, by and between Vector Group Ltd. and J. Bryant Kirkland III.

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/ Richard J. Lampen
Richard J. Lampen
Executive Vice President

Date: March 4, 2016



VECTOR GROUP LTD.

February 29, 2016

Mr. James B. Kirkland III
Vector Group Ltd.
4400 Biscayne Blvd
Miami, FL 33137

Dear Bryant:

This letter agreement constitutes an amendment to the Employment Agreement dated as of January 27, 2006 (the "Agreement"), by and between Vector Group Ltd., a Delaware corporation (together with its successors and assigns, the "Company"), and J. Bryant Kirkland III (the "Executive"). The Company and Executive wish to amend the Agreement as set forth below. Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed thereto in the Agreement.

A. The Agreement is amended in the following respects:

Section 3(b) of the Agreement is deleted and replaced by the following:

(b) **Annual Incentive Compensation.** During the Employment Period, the Executive shall be entitled to participate in the Company's 2014 Management Incentive Plan (together with any amendments or successor incentive plans thereto, the "Plan"), including any predecessor or successor plan thereto, commencing with the calendar year ending December 31, 2006, and be eligible to receive an annual bonus ("Bonus Amount") based on a target bonus opportunity of 25% of Base Salary for periods ending before January 1, 2016 and a bonus opportunity of 33.33% of Base Salary for periods beginning after December 31, 2015. Bonus payments shall be subject to compliance with performance goals determined by the Compensation Committee of the Board in accordance with the Plan.

B. This letter agreement constitutes an amendment to and a modification of the Agreement and shall for all purposes be considered a part of the Agreement. Except as amended hereby, the Agreement is confirmed and ratified in all respects and shall remain in full force and effect.

Please indicate your agreement with the foregoing by countersigning two copies of this letter agreement in the space provided below and returning one of such copies to us.

Very truly yours,

VECTOR GROUP LTD.

By: /s/ Richard J. Lampen
Richard J. Lampen
Executive Vice President

The foregoing letter agreement is consented and agreed to as of the date first above written.

By: /s/ James B. Kirkland III
James B. Kirkland III
Address Redirected

By: /s/ Jeffrey S. Podell
Jeffrey S. Podell
Chairman of the Compensation Committee