

As filed with the Securities and Exchange Commission on April 19, 2001

Registration No. 333-\_\_\_\_\_

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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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)

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1998 LONG-TERM INCENTIVE PLAN

(FULL TITLE OF THE PLAN)

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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)

## CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Security	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$.10 per share; to be issued under 1998 Long-Term Incentive Plan	5,064,500	\$11.40(1)	\$57,713,113(1)	\$14,428
Common Stock, par value \$.10 per share; available for issuance under 1998 Long-Term Incentive Plan	448,000	\$21.15(2)	\$ 9,475,200(2)	\$ 2,369
Total	5,512,500 Shares		\$67,188,313	\$16,797

- (1) The registration fee for the Common Stock to be issued pursuant to outstanding options under each stock plan was calculated in accordance with Rule 457(h) of the Securities Act based upon the price per share at which the options may be exercised.
- (2) Estimated in accordance with Rule 457(c) of the Securities Act solely for the purpose of calculating the registration fee based upon the average of the high and low prices of the Common Stock as reported on The New York Stock Exchange on April 11, 2001.
- (3) This Registration Statement also relates to such indeterminate number of additional shares of Common Stock of the Registrant as may be issuable as a result of stock splits, stock dividends, recapitalizations, mergers, reorganizations, combinations or exchange of shares or other similar events.

## PART I

## INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

## Item 1. PLAN INFORMATION.

Not required to be filed with the Securities and Exchange Commission (the "SEC").

## Item 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.

Not required to be filed with the SEC.

## PART II

## INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

## Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed or to be filed by Vector Group Ltd. (the "Registrant") with the SEC (File No. 1-5759) are incorporated herein by reference:

1. The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2000.
2. All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") since the end of the fiscal year covered by the document referred to in (1) above.
3. The description of the Registrant's Common Stock contained in its Current Report on Form 8-K, filed with the SEC on April 3, 2000, including all amendments and reports filed for the purpose of updating such descriptions.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statements 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 herein or in any other 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.

Richard J. Lampen, Executive Vice President and Special Counsel of the Registrant, holds options to purchase 238,910 shares of Common Stock of the Registrant at \$4.54 per share and options to purchase 105,000 shares of such Common Stock at \$14.70 per share.

## Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law and Article VI of the Registrant's By-Laws provide for indemnification of the Registrant's directors and officers in a variety of circumstances, which may include liabilities under the Securities Act of 1933.

Section 102 of the Delaware General Corporation Law allows a corporation to eliminate the personal liability of a director of a corporation to the corporation or to any of its stockholders for monetary damage for a breach of his fiduciary duty as a director, except in the case where the director (i) breaches his duty of loyalty, (ii) fails to act in good faith, engages in intentional misconduct or knowingly violates a law, (iii) authorized the payment of a dividend or approves a stock repurchase in violation of the Delaware General Corporate Law or (iv) obtains an improper personal benefit. Article Eighth of the Registrant's Amended and Restated Certificate of Incorporation includes a provision which eliminates directors' personal liability to the full extent permitted under the Delaware General Corporation Law, as the same exists or may hereafter be amended.

## Item 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable.

## Item 8. EXHIBITS.

(a)	Exhibit No. -----	Description -----
	4	Vector Group Ltd. 1998 Long-Term Incentive Plan (incorporated by reference to Appendix to the Registrant's Proxy Statement dated September 15, 1998).
	5	Opinion of Richard J. Lampen, Esq.
	23.1	Consent of PricewaterhouseCoopers LLP.
	23.2	Consent of Richard J. Lampen, Esq. (included in Exhibit 5).
	24	Power of Attorney (included in the signature page hereof).

## Item 9. UNDERTAKINGS.

(a) The undersigned Registrant 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 of 1933, as amended (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-amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities

offered (if the total dollar value of the 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 the 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 (i) and (ii) do not apply if the information required to be included in a post-effective amendment is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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 which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) 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 thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to any provision or arrangement whereby the Registrant may indemnify any such directors, officers or controlling persons against such liabilities, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant 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 Registrant 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 Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami, and State of Florida, on the 19th day of April, 2001.

VECTOR GROUP LTD.

By: /s/ Joselynn D. Van Siclen

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Joselynn D. Van Siclen  
Vice President, Treasurer and  
Chief Financial Officer

Each person whose signature appears below hereby authorizes Richard J. Lampen, Marc N. Bell and Joselynn D. Van Siclen, and each of them individually (the "Agent"), with full power of substitution and resubstitution, to file one or more amendments (including post-effective amendments) to the Registration Statement which amendments may make such changes in the Registration Statement as such Agent deems appropriate and each such person hereby appoints each such Agent as attorney-in-fact to execute in the name and on behalf of each such person, individually and in each capacity stated below, any such amendments to the Registration Statement.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on April 19, 2001.

/s/ Bennett S. LeBow  
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Bennett S. LeBow  
Chairman of the Board of  
Directors and Chief  
Executive Officer  
(Principal Executive Officer)

/s/ Joselynn D. Van Siclen  
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Joselynn D. Van Siclen  
Vice President, Treasurer and  
Chief Financial Officer (Principal  
Financial Officer and Principal  
Accounting Officer)

/s/ Robert J. Eide  
-----  
Robert J. Eide  
Director

/s/ Howard M. Lorber  
-----  
Howard M. Lorber  
Director

/s/ Jeffrey S. Podell  
-----  
Jeffrey S. Podell  
Director

/s/ Jean E. Sharpe  
-----  
Jean E. Sharpe  
Director

April 19, 2001

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

RE: OFFERING OF SHARES PURSUANT TO  
REGISTRATION STATEMENT ON FORM S-8

Gentlemen:

I have acted as counsel to Vector Group Ltd., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission under the Securities Act of 1933, as amended, of a Registration Statement on Form S-8 (the "Registration Statement") relating to the registration by the Company of 5,512,500 shares of its Common Stock, \$.10 par value per share (the "Shares"), issuable from time to time upon the exercise of stock options (the "Options") granted or to be granted to employees of the Company and its subsidiaries pursuant to the Company's 1998 Long-Term Incentive Plan (the "Plan").

In so acting, I have examined originals, or copies certified or otherwise identified to my satisfaction, of (a) the Amended and Restated Certificate of Incorporation and By-Laws of the Company as currently in effect, (b) the Registration Statement, (c) the Plan pursuant to which the Options were or will be granted, which plan is included as an exhibit to the Registration Statement, (d) certain resolutions adopted by the Board of Directors of the Company, and (e) such other documents, records, certificates and other instruments of the Company as in my judgment are necessary or appropriate for purposes of this opinion.

Based on the foregoing, I am of the following opinion:

1. The Company is a corporation duly incorporated and validly existing in good standing under the laws of the State of Delaware.
2. The Shares have been duly authorized by the Company and, when issued pursuant to the Plan, will be duly and validly issued and will be fully paid and non-assessable.

Vector Group Ltd.  
April 19, 2001  
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I hereby consent to the filing of this opinion as Exhibit 5 to the  
Registration Statement.

Very truly yours,

/s/ Richard J. Lampen

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Richard J. Lampen  
Executive Vice President  
and Special Counsel

RJL/smg

Enclosure



## CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We hereby consent to the incorporation by reference in this registration statement on Form S-8 of our report dated March 30, 2001 relating to the financial statements and financial statement schedule, which appears in Vector Group Ltd.'s Annual Report on Form 10-K for the year ended December 31, 2000.

/s/ PricewaterhouseCoopers LLP

Miami, Florida  
April 19, 2001