



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

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**SCHEDULE TO**

**Tender Offer Statement Under Section 14(d)(1) Or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 12)**

**New Valley Corporation**  
(Name of Subject Company)

**Vector Group Ltd  
VGR Holding LLC**  
(Name of Filing Persons – Offerors)

**Common Share, par value \$0.01 per share**  
(Title of Class of Securities)

**649080-50-4**  
(CUSIP Number of Class of Securities)

**Joselynn D. Van Sielen  
Vice President and Chief Financial Officer  
Vector Group Ltd.  
100 S.E. Second Street  
Miami, Florida 33131  
(305) 579-8000**

(Name, address and telephone number of person authorized  
to receive notices and communications on behalf of filing persons)

Copies to:  
**Roland Hlawaty, Esq.  
Milbank, Tweed, Hadley & McCloy LLP  
1 Chase Manhattan Plaza  
New York, New York 10005  
(212) 530-5735**

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Calculation of Filing Fee

Transaction value*	Amount of filing fee
\$87,993,921	\$10,357

\* Estimated solely for the purpose of calculating the filing fee pursuant to Rule 0-11 under the Securities Exchange Act of 1934, as amended, based on the product of (i) \$9.15, the market price of the common shares of New Valley Corporation computed in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, based on the average of the high and low sales prices of New Valley Corporation's common shares as quoted on The Nasdaq Stock Market on November 16, 2005 and (ii) 9,616,822, the maximum number of common shares to be acquired pursuant to the offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$10,425.  
Form or Registration No.: Form S-4.  
Schedule TO.

Filing Party: Vector Group Ltd.  
Date Filed: October 20, 2005.  
November 16, 2005.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:



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1. Name of Reporting Person: Vector Group Ltd. I.R.S. Identification Nos. of above persons (entities only):

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2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

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3. SEC Use Only:

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4. Source of Funds (See Instructions):  
OO

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5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

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6. Citizenship or Place of Organization:  
Delaware

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7. Sole Voting Power:  
12,849,118

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power:  
0

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9. Sole Dispositive Power:  
12,849,118

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10. Shared Dispositive Power:  
6,287,275(1)

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11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
19,136,393(1)

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

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13. Percent of Class Represented by Amount in Row (11):  
85.9%

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14. Type of Reporting Person (See Instructions):  
CO; HC

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(1) On November 16, 2005, Vector Group Ltd. ("Vector") and VGR Holding Inc. ("VGR") entered into agreements with several large stockholders ("Significant Stockholders") of New Valley Corporation ("New Valley"), who in the aggregate beneficially own 6,287,275 common shares of New Valley ("Common Shares"), representing approximately 28.2% of the outstanding Common Shares. Pursuant to these agreements to tender, the Significant Stockholders agreed to tender their Common Shares into Vector's and VGR's exchange offer and to not take any actions inconsistent with this obligation including, among other things, not to dispose of such Common Shares during the term of such agreement. As a result of these agreements to tender, the Reporting Persons may be deemed to have shared dispositive power of the 6,287,275 Common Shares subject to such agreements. The Reporting Persons expressly disclaim beneficial ownership of these 6,287,275 Common Shares. These 6,287,275 Common Shares, together with the 12,849,118 Common Shares currently owned by the Reporting Persons, in the aggregate, represent 19,136,393 Common Shares beneficially owned, or approximately 85.9% of the 22,260,607 Common Shares outstanding as of November 22, 2005.

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1. Name of Reporting Person: VGR Holding LLC\*\* I.R.S. Identification Nos. of above persons (entities only):

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2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

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3. SEC Use Only:

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4. Source of Funds (See Instructions):  
OO

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5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

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6. Citizenship or Place of Organization:  
Delaware

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7. Sole Voting Power:  
12,849,118

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power:  
0

---

9. Sole Dispositive Power:  
12,849,118

---

10. Shared Dispositive Power:  
6,287,275(1)

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11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
19,136,393(1)

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

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13. Percent of Class Represented by Amount in Row (11):  
85.9%

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14. Type of Reporting Person (See Instructions):  
CO; HC

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\*\* VGR Holding Inc. converted into VGR Holding LLC, a Delaware limited liability company, on December 6, 2005.

(1) On November 16, 2005, Vector Group Ltd. ("Vector") and VGR Holding Inc. ("VGR") entered into agreements with several large stockholders ("Significant Stockholders") of New Valley Corporation ("New Valley"), who in the aggregate beneficially own 6,287,275 common shares of New Valley ("Common Shares"), representing approximately 28.2% of the outstanding Common Shares. Pursuant to these agreements to tender, the Significant Stockholders agreed to tender their Common Shares into Vector's and VGR's exchange offer and to not take any actions inconsistent with this obligation including, among other things, not to dispose of such Common Shares during the term of such agreement. As a result of these agreements to tender, the Reporting Persons may be deemed to have shared dispositive power of the 6,287,275 Common Shares subject to such agreements. The Reporting Persons expressly disclaim beneficial ownership of these 6,287,275 Common Shares. These 6,287,275 Common Shares, together with the 12,849,118 Common Shares currently owned by the Reporting Persons, in the aggregate, represent 19,136,393 Common Shares beneficially owned, or approximately 85.9% of the 22,260,607 Common Shares outstanding as of November 22, 2005.

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1. Name of Reporting Person: Bennett S. LeBow  
I.R.S. Identification Nos. of above persons (entities only):

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2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

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3. SEC Use Only:

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4. Source of Funds (See Instructions):  
OO

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5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

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6. Citizenship or Place of Organization:  
United States

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7. Sole Voting Power:  
12,849,118

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power:  
0

---

9. Sole Dispositive Power:  
12,849,118

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10. Shared Dispositive Power:  
6,287,275(1)

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11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
19,136,393(1)

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

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13. Percent of Class Represented by Amount in Row (11):  
85.9%

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14. Type of Reporting Person (See Instructions):  
IN

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(1) On November 16, 2005, Vector Group Ltd. ("Vector") and VGR Holding Inc. ("VGR") entered into agreements with several large stockholders ("Significant Stockholders") of New Valley Corporation ("New Valley"), who in the aggregate beneficially own 6,287,275 common shares of New Valley ("Common Shares"), representing approximately 28.2% of the outstanding Common Shares. Pursuant to these agreements to tender, the Significant Stockholders agreed to tender their Common Shares into Vector's and VGR's exchange offer and to not take any actions inconsistent with this obligation including, among other things, not to dispose of such Common Shares during the term of such agreement. As a result of these agreements to tender, the Reporting Persons may be deemed to have shared dispositive power of the 6,287,275 Common Shares subject to such agreements. The Reporting Persons expressly disclaim beneficial ownership of these 6,287,275 Common Shares. These 6,287,275 Common Shares, together with the 12,849,118 Common Shares currently owned by the Reporting Persons, in the aggregate, represent 19,136,393 Common Shares beneficially owned, or approximately 85.9% of the 22,260,607 Common Shares outstanding as of November 22, 2005.

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This Amendment No. 12 to the Tender Offer Statement on Schedule TO and combined Amendment No. 30 to the joint statement on Schedule 13D (together with the Initial Schedule TO (as defined below), as previously amended and as amended hereby, the "Schedule TO"), is filed by Vector Group Ltd., a Delaware corporation ("Vector"), its wholly owned subsidiary, VGR Holding LLC, a Delaware limited liability company ("VGR Holding LLC"), and, with respect to the Schedule 13D, Bennett S. LeBow (together with Vector and VGR Holding LLC, the "Reporting Persons"). The Schedule TO amends and supplements (1) the Tender Offer Statement on Schedule TO filed on October 20, 2005 (the "Initial Schedule TO") and (2) the Reporting Persons' Statement on Schedule 13D, as amended, and relates to the current offer by VGR Holding LLC to exchange shares of Vector common stock for each outstanding common share of New Valley Corporation, on the terms and conditions contained in Vector's prospectus dated October 20, 2005, as amended, and in the related Letter of Transmittal, copies of which are incorporated by reference to Exhibits (a)(1), as amended, and (a)(2) to the Initial Schedule TO (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

**Items 1 through 11.**

Not applicable.

**Item 12. Exhibits.**

(a)(31) Press Release dated December 8, 2005 (incorporated by reference to Form 425 filed by Vector on December 8, 2005).

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

VECTOR GROUP LTD.

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

VGR HOLDING LLC

By: /s/ Richard J. Lampen  
Name: Richard J. Lampen  
Title: Manager

BENNETT S. LEBOW

By: Vector Group Ltd.

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

Dated: December 8, 2005

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**EXHIBIT INDEX**

(a)(31) Press Release dated December 8, 2005 (incorporated by reference to Form 425 filed by Vector on December 8, 2005).