

VECTOR GROUP LTD  
Form 8-K  
April 28, 2016

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): April 28, 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 33137  
(Address of Principal Executive Offices) (Zip Code)

(305) 579-8000  
(Registrant's Telephone Number, Including Area Code)  
(Not Applicable)  
(Former Name or Former Address, if Changed Since Last Report)

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 5.07. Submission of Matters to a Vote of Security Holders

On April 28, 2016, Vector Group Ltd. held its 2016 annual meeting of stockholders, where stockholders considered and voted upon the following proposals:

Proposal 1: Election of Directors.

By vote reflected below, each of the directors nominated was elected.

| Nominee             | For        | Withheld   | Broker           |
|---------------------|------------|------------|------------------|
|                     |            |            | Non-Votes<br>(1) |
| Bennett S. LeBow    | 85,934,363 | 1,149,473  | 28,153,950       |
| Howard M. Lorber    | 84,080,741 | 3,003,095  | 28,153,950       |
| Ronald J. Bernstein | 83,217,947 | 3,865,889  | 28,153,950       |
| Stanley S. Arkin    | 64,639,770 | 22,444,066 | 28,153,950       |
| Henry C. Beinstein  | 62,391,018 | 24,692,818 | 28,153,950       |
| Jeffrey S. Podell   | 55,318,682 | 31,765,154 | 28,153,950       |
| Jean E. Sharpe      | 56,061,808 | 31,022,028 | 28,153,950       |

(1) Under the Company's governing documents, broker non-votes have no effect on the outcome of the matter acted on.

Proposal 2: Advisory approval of executive compensation (say on pay).

By vote reflected below, the Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers.

| For        | Against    | Abstain | Broker           |
|------------|------------|---------|------------------|
|            |            |         | Non-Votes<br>(1) |
| 47,720,463 | 38,869,888 | 493,725 | 28,153,710       |

(1) Under the Company's governing documents, broker non-votes have no effect on the outcome of the matter acted on.

Proposal 3: Approval of ratification of Deloitte & Touche LLP as independent registered public accounting firm for the year ending December 31, 2016.

By vote reflected below, the selection of the independent registered public accounting firm was ratified.

| For         | Against | Abstain | Broker           |
|-------------|---------|---------|------------------|
|             |         |         | Non-Votes<br>(1) |
| 114,228,415 | 690,768 | 318,332 | 271              |

(1) Under the Company's governing documents, broker non-votes have no effect on the outcome of the matter acted on.

Proposal 4: Approval of "proxy access bylaw"

By vote reflected below, the Company's stockholders did not approve a stockholder proposal entitled "Shareholder Proxy Access".

|            |            |         | Broker     |
|------------|------------|---------|------------|
| For        | Against    | Abstain | Non-Votes  |
| 39,228,404 | 46,956,336 | 899,057 | 28,153,989 |

(1)

(1) Under the Company's governing documents, broker non-votes have no effect on the outcome of the matter acted on.

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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: April 28, 2016