

VECTOR GROUP LTD
Form DEFA14A
March 18, 2019

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement ☐ Confidential, for Use of the Commission Only (as
permitted by Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

Vector Group Ltd.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☐ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting of

VECTOR GROUP LTD.

To Be Held On:

May 2, 2019 at 10:00 a.m. local time

at The Hilton Miami Downtown, 1601 Biscayne Blvd., Miami, FL 33132

COMPANY NUMBER

ACCOUNT NUMBER

CONTROL NUMBER

This communication is not a form for voting and presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before April 19, 2019. Please visit <http://www.astproxyportal.com/ast/03819/>, where the following materials are available for view:

• Notice of Annual Meeting of Stockholders and directions to the meeting

• Proxy Statement

• Form of Electronic Proxy Card

• Annual Report on Form 10-K

TELEPHONE: 888-Proxy-NA (888-776-9962) 718-921-8562 (for international callers)

E-MAIL: info@astfinancial.com

WEBSITE:

<http://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/RequestMaterials/>

TO REQUEST PAPER OR
E-MAIL COPIES OF THE
PROXY MATERIALS:

ONLINE: To access your online proxy card, please visit <http://www.astproxyportal.com/ast/03819/> and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

TO
VOTE: IN PERSON: You may vote your shares in person by attending the Annual Meeting.

TELEPHONE: To vote by telephone, please visit <http://www.astproxyportal.com/ast/03819/> to view the materials and to obtain the toll free number to call.

MAIL: You may request a card by following the instructions above.

The following items will be voted upon at the annual meeting of Stockholders.

The Board of Directors recommends you vote for all nominees on Item 1.

1. Election of Directors:

NOMINEES:

Bennett S. LeBow

Howard M. Lorber

Ronald J. Bernstein

Stanley S. Arkin

The Board of Directors recommends you vote FOR Items 2 and 3.

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

3. Approval of ratification of Deloitte & Touche LLP as independent registered public accounting firm for the year ending December 31, 2019:

The Board of Directors recommends you vote AGAINST Item 4.

4. Advisory approval of a shareholder proposal requiring the Chairman of the Board of Directors to be an independent director.

Henry C. Beinstein
Paul V. Carlucci
Jean E. Sharpe
Barry Watkins

Please note that you cannot use this notice
to vote by mail or otherwise.