

VECTOR GROUP LTD
Form SC 13D/A
December 28, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 25)*

VECTOR GROUP LTD.

(Name of Issuer)

COMMON STOCK, \$0.10 VALUE

(Title of Class of Securities)

92240M-10-8

(CUSIP Number)

Bennett S. LeBow

667 Madison Avenue

14th Floor

New York, NY 10065

(212) 319-4400

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 23, 2015

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 92240M-10-8

1 NAME OF REPORTING PERSON

Bennett S. LeBow

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER*

SHARES

BENEFICIALLY 9,780,081

8 SHARED VOTING POWER*

OWNED BY

EACH

-0-

REPORTING 9 SOLE DISPOSITIVE POWER*

PERSON

WITH **9,780,081**
10 SHARED DISPOSITIVE POWER*

-0-
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,780,081
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)*

8.0%
14 TYPE OF REPORTING PERSON (See Instructions)

IN

* See Item 5.

PRELIMINARY STATEMENT

This Amendment No. 25 amends the Schedule 13D filed by Bennett S. LeBow (the Reporting Person) with the Securities and Exchange Commission (the Commission) on February 21, 1995, as previously amended (as amended, the Schedule 13D), relating to the common stock, \$.10 par value per share (the Common Stock), of Vector Group Ltd. (the Company). Unless otherwise defined herein, all capitalized terms used herein shall have the meanings ascribed to them in the Schedule 13D. All information concerning the Common Stock in this Amendment No. 25 has been adjusted to give effect to the 5% stock dividend paid to Company stockholders on September 29, 2015.

Items 4 and 5 are amended and supplemented as follows:

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by adding the following:

On December 23, 2015, the Reporting Person entered into a Rule 10b5-1 plan (the Plan) under which he will gradually sell up to 1.3 million shares of the Common Stock he beneficially owns over a period beginning January 5, 2016 and ending March 30, 2016. The Plan directs Mr. LeBow's broker to sell up to 100,000 shares per week, subject to certain pricing parameters. The shares to be sold are held by LeBow Epsilon 2001 Limited Partnership, an entity controlled by Mr. LeBow. Mr. LeBow entered into the Plan in connection with personal estate planning and in order to diversify his personal holdings.

Item 5. Interest in Securities of the Issuer

Item 5(a) of the Schedule 13D is hereby amended and restated as follows:

- (a) As of the date hereof, the Reporting Person beneficially owns, in the aggregate, 9,780,081 shares of Common Stock, representing 8.0% of the 122,592,329 shares of Common Stock outstanding, as reported in the Company's Form 10-Q for the quarterly period ended September 30, 2015 filed with the Commission on November 9, 2015.

Item 5(b) of the Schedule 13D is hereby amended and restated as follows:

- (b) The Reporting Person (a) exercises sole voting power and sole dispositive power over 1,627,241 shares of Common Stock owned directly by the Reporting Person; and (b) indirectly exercises sole voting power and sole dispositive power over (i) 6,283,576 shares of Common Stock through LeBow Gamma Limited Partnership, a Delaware limited partnership, (ii) 402,027 shares of Common Stock through LeBow Alpha LLLP, a Delaware limited liability limited partnership, and (iii) 1,467,237 shares of Common Stock through LeBow Epsilon 2001 Limited Partnership, a Delaware limited partnership. LeBow 2011 Management Trust is the managing member of LeBow Holdings LLC, a Delaware limited liability company, which is the sole stockholder of LeBow Gamma, Inc., a Nevada corporation, which is the general partner of LeBow Gamma Limited Partnership. LeBow Holdings LLC is the general partner of LeBow Alpha LLLP, which is the controlling member of LeBow Epsilon 2001 LLC, which is the general partner of LeBow Epsilon 2001 Limited Partnership. The Reporting Person is trustee of LeBow 2011 Management Trust, a director and officer of LeBow Gamma, Inc. and a manager of LeBow Epsilon 2001 LLC.

SIGNATURES

After reasonable 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.

Dated: December 28, 2015

Bennett S. LeBow

By: /s/ J. Bryant Kirkland III,
Attorney-In-Fact
J. Bryant Kirkland III, Attorney-In-Fact