

VECTOR GROUP LTD  
Form POS AM  
March 09, 2009

As filed with the Securities and Exchange Commission on March 9, 2009

Registration No. 333-131393

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

**Post-Effective Amendment No. 1**  
**to**  
**FORM S-3**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**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)

**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)

Copy to:

**Stephen E. Older, Esq.**  
**McDermott Will & Emery LLP**  
**340 Madison Avenue**  
**New York, New York 10173**  
**(212) 547-5400**

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box:

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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Termination of Registration Statement and Deregistration of Securities

This Post-Effective Amendment No. 1 relates to the automatic shelf registration statement on Form S-3 (Registration No. 333-131393) (the Registration Statement ), filed with the Securities and Exchange Commission on January 31, 2006, pursuant to which Vector Group Ltd. (the Company or the Registrant ) registered 7,000,000 shares of the Company s common stock (the Registered Shares ) that were offered for sale from time to time by some of our shareholders. The Company was contractually obligated to register the Registered Shares and to maintain the Registration Statement s effectiveness for a specified period of time. The Company is no longer contractually obligated to maintain the effectiveness of the Registration Statement due to the expiration of such period. Accordingly, the undersigned Registrant hereby removes and withdraws from registration all securities registered pursuant to the Registration Statement that remain unsold.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Miami, Florida, on the 9th day of March, 2009.

VECTOR GROUP LTD.

By: /s/ J. Bryant Kirkland III  
J. Bryant Kirkland III  
Vice President, Treasurer and  
Chief Financial Officer

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 March 9, 2009.

* Howard M. Lorber /s/ J. Bryant Kirkland III	President and Chief Executive Officer (Principal Executive Officer)
J. Bryant Kirkland III *	Vice President, Treasurer and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) Director
Henry C. Beinstein *	Director
Ronald J. Bernstein *	Director
Robert J. Eide *	Director
Bennett S. LeBow *	Director
Jeffrey S. Podell *	Director
Jean E. Sharpe * By: /s/ J. Bryant Kirkland III	

J. Bryant Kirkland III Attorney in Fact