VECTOR GROUP LTD Form 8-K April 27, 2018

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 25, 2018

VECTOR GROUP LTD.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

1-5759 65-0949535

(Commission File Number) (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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders

On April 25, 2018, Vector Group Ltd. held its 2018 annual meeting of stockholders, where stockholders considered and voted upon the following proposals:

Broker

Proposal 1: Election of Directors.

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

For	Withheld	Non-Votes
92,773,197	1,446,643	29,370,356
91,759,951	2,459,889	29,370,356
91,279,156	2,940,684	29,370,356
60,657,083	33,562,757	29,370,356
92,772,885	1,446,955	29,370,356
93,490,314	729,526	29,370,356
58,962,374	35,257,466	29,370,356
59,202,013	35,017,827	29,370,356
93,518,174	701,666	29,370,356
	92,773,197 91,759,951 91,279,156 60,657,083 92,772,885 93,490,314 58,962,374 59,202,013	For Withheld 92,773,197 1,446,643 91,759,951 2,459,889 91,279,156 2,940,684 60,657,083 33,562,757 92,772,885 1,446,955 93,490,314 729,526 58,962,374 35,257,466 59,202,013 35,017,827 93,518,174 701,666

⁽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.

Broker

For Against Abstain Non-Votes

(1)

Proposal 3: Approval of ratification of Deloitte & Touche LLP as independent registered public accounting firm for the year ending December 31, 2018.

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

For Against Abstain

122,624,867 518,403 446,926

^{48,502,497 44,996,957 720,386 29,370,356}

⁽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 "Advisory Vote on Shareholder Proposal Regarding Proxy Access By-law".

Broker

For Against Abstain Non-Votes

(1)

39,952,919 53,120,726 1,146,195 29,370,356

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

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 27, 2018