

VECTOR GROUP LTD  
Form 8-K  
May 03, 2019

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): May 2, 2019  
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)

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))
- Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities Registered Pursuant to 12(b) of the Act:

| Title of each class:                     | Trading Symbol(s) | Name of each exchange on which registered: |
|--|-------------------|--|
| Common stock, par value \$0.10 per share | VGR               | New York Stock Exchange                    |

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

On May 2, 2019, Vector Group Ltd. held its 2019 annual meeting of stockholders, where stockholders considered and voted upon the following proposals:

Proposal 1: Election of Directors.

Each of the directors nominated was elected based on the following votes:

| Nominee             | For        | Withheld   | Broker           |
|---------------------|------------|------------|------------------|
|                     |            |            | Non-Votes<br>(1) |
| Bennett S. LeBow    | 82,589,981 | 13,556,337 | 35,383,137       |
| Howard M. Lorber    | 82,392,717 | 13,753,601 | 35,383,137       |
| Ronald J. Bernstein | 79,485,935 | 16,660,383 | 35,383,137       |
| Stanley S. Arkin    | 53,138,457 | 43,007,861 | 35,383,137       |
| Henry C. Beinstein  | 74,689,758 | 21,456,560 | 35,383,137       |
| Paul V. Carlucci    | 60,449,856 | 35,696,462 | 35,383,137       |
| Jean E. Sharpe      | 62,264,763 | 33,881,555 | 35,383,137       |
| Barry Watkins       | 75,525,034 | 20,621,284 | 35,383,137       |

(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).

The advisory vote to approve the compensation of the Company's named executive officers received the following votes:

| For        | Against    | Abstain | Broker           |
|------------|------------|---------|------------------|
|            |            |         | Non-Votes<br>(1) |
| 47,186,997 | 48,270,833 | 688,488 | 35,383,137       |

(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, 2019.

The selection of the independent registered public accounting firm received the following votes:

| For         | Against | Abstain |
|-------------|---------|---------|
| 129,990,206 | 956,844 | 582,405 |

Proposal 4: Approval of "independent board chairman"

The stockholder proposal entitled "Independent Board Chairman" received the following votes:

| For        | Against    | Abstain   | Broker<br>Non-Votes<br>(1) |
|------------|------------|-----------|----------------------------|
| 34,825,394 | 58,205,587 | 3,115,337 | 35,383,137                 |

(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: May 3, 2019