

VECTOR GROUP LTD  
Form SC 13D/A  
May 15, 2009

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
SCHEDULE 13D/A  
INFORMATION TO BE INCLUDED IN STATEMENT FILED PURSUANT TO § 240.13d-1(a)  
AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)  
(Amendment No. 2)\*  
VECTOR GROUP LTD.**

(Name of Issuer)  
**Common Stock, par value \$0.10 per share**

(Title of Class of Securities)  
**92240M-10-8**

(CUSIP Number)  
**Steven D. Rubin  
4400 Biscayne Boulevard, Suite 1500  
Miami, Florida 33137  
Telephone: (305) 575-6015**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)  
**May 11, 2009**

(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 which 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 o.

*Note.* Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. *See* § 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 the

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 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*).

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NAMES OF REPORTING PERSONS

1

Phillip Frost, M.D.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

8,054,115(1)(2)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

8,054,115(1)(2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,054,115(1)(2)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

11.5%(3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

(1) Includes 4,719,647 Common Shares (as defined herein) of the Issuer held by the Gamma Trust (as defined herein) and 10,000 Common Shares held by Mrs. Frost (as defined herein).

(2) Includes 3,324,468 Common Shares issuable upon conversion of the 6.75% Notes (as defined herein) held by the Nevada Trust (as defined herein).

(3) The calculation of the percentage is based on (i) 66,514,825 Common Shares outstanding as of April 9, 2009, as reported in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on April 15, 2009 and (ii) 3,324,468 Common Shares to be issued upon the conversion of the 6.75% Notes held by the Nevada Trust.

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NAMES OF REPORTING PERSONS

1

Frost Gamma Investments Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Florida

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

4,719,647

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

4,719,647

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,719,647

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.1%(1)

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) The calculation of the percentage is based on 66,514,825 Common Shares outstanding as of April 9, 2009, as reported in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on April 15, 2009.

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NAMES OF REPORTING PERSONS

1

Frost Nevada Investments Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Florida

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

3,324,468(1)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

3,324,468(1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,324,468(1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.8%(2)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

(1) Includes 3,324,468 Common Shares issuable upon conversion of the 6.75% Notes held by the Nevada Trust.

(2) The calculation of the percentage is based on (i) 66,514,825 Common Shares outstanding as of April 9, 2009, as reported in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on April 15, 2009 and (ii) 3,324,468 Common Shares to be issued upon the conversion of the 6.75% Notes held by the Nevada Trust.

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NAMES OF REPORTING PERSONS

1

Patricia Frost

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

10,000(1)

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

10,000(1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

10,000(1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.02%(2)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

(1) These shares are owned by Mrs. Frost, the spouse of Frost (as defined herein). Frost disclaims beneficial ownership of these shares.

(2) The calculation of the percentage is based on 66,514,825 Common Shares outstanding as of April 9, 2009, as reported in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on April 15, 2009.

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**SCHEDULE 13D/A**  
**AMENDMENT NO. 2 TO SCHEDULE 13D**

This Amendment No. 2 to Schedule 13D (this Second Amendment ) amends and supplements certain Items of the Schedule 13D filed by Phillip Frost, M.D., an individual ( Frost ), and Frost Gamma Investments Trust, a trust organized under the laws of Florida (the Gamma Trust ), with the Securities and Exchange Commission (the SEC ) on July 20, 2006, as amended by Amendment No. 1 thereto filed by Frost, the Gamma Trust, Frost Nevada Investments Trust, a trust organized under the laws of Florida (the Nevada Trust ), and Patricia Frost ( Mrs. Frost ) with the SEC on March 24, 2009 (together, the Original 13D ) with respect to the common stock, par value \$0.10 per share (the Common Shares ), of Vector Group Ltd., a Delaware corporation (the Issuer ), by furnishing the information set forth below. Except as set forth below, all previous Items are unchanged. Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Original 13D.

**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 is hereby amended to add the following:

The Nevada Trust acquired \$50,000,000 principal amount of the Issuer s 6.75% Variable Interest Senior Convertible Notes due 2014 ( 6.75% Notes ) from the Issuer in a private placement on May 11, 2009 pursuant to the terms of a Purchase Agreement, dated as of such date, between the Nevada Trust and the Issuer (the Purchase Agreement ). The \$50,000,000 principal amount of 6.75% Notes are convertible at the option of the holder at any time on or prior to maturity into 3,324,468 Common Shares (a conversion price of \$15.04 per share), subject to adjustment. The source of funds for the acquisition of the \$50,000,000 principal amount of 6.75% Notes consisted of \$38,224,650 in cash from the working capital of the Nevada Trust and \$11,005,000 in aggregate principal amount of the Issuer s 5% Variable Interest Senior Convertible Notes due 2011 (as previously defined in the Original 13D as the Notes ), valued at 107% of principal amount thereof, which Notes had previously been acquired with funds from the working capital of the Nevada Trust.

The foregoing description of each of the 6.75% Notes and the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the Form of 6.75% Note and the Purchase Agreement, as applicable, copies of which are filed as Exhibits 2 and 3 hereto, respectively, and are incorporated herein by reference.

**Item 4. Purpose of Transaction**

Item 4 is hereby amended to add the following:

The Nevada Trust acquired an aggregate of \$50,000,000 principal amount of 6.75% Notes in a private placement on May 11, 2009 for investment purposes.

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**Item 5. Interest in Securities of the Issuer**

(a) and (b) Items 5(a) and 5(b) are hereby deleted in their entirety and replaced with the following:  
The Reporting Persons may be deemed to beneficially own Common Shares as follows:

Name	Number of Common Shares	Sole or Shared Voting	Sole or Shared Dispositive	% of Total Outstanding
Phillip Frost, M.D.	8,054,115 <sup>(1)(2)</sup>	Shared <sup>(3)(4)(7)</sup>	Shared <sup>(3)(4)(7)</sup>	11.5% <sup>(5)</sup>
Frost Gamma Investments Trust	4,719,647 <sup>(3)</sup>	Shared <sup>(3)</sup>	Shared <sup>(3)</sup>	7.1% <sup>(6)</sup>
Frost Nevada Investments Trust	3,324,468 <sup>(2)(4)</sup>	Shared <sup>(4)</sup>	Shared <sup>(4)</sup>	4.8% <sup>(5)</sup>
Patricia Frost	10,000 <sup>(7)</sup>	Shared <sup>(7)</sup>	Shared <sup>(7)</sup>	0.02% <sup>(6)</sup>

(1) Includes  
4,719,647  
Common Shares  
held by the  
Gamma Trust  
and 10,000  
Common Shares  
held by Mrs.  
Frost.

(2) Includes  
3,324,468  
Common Shares  
issuable upon  
conversion of  
the 6.75% Notes  
held by the  
Nevada Trust.

(3) Frost is the sole  
trustee of the  
Gamma Trust  
and may be  
deemed to share  
beneficial  
ownership of  
the securities  
held by the  
Gamma Trust  
with the Gamma  
Trust. Frost  
Gamma Limited  
Partnership is  
the sole and  
exclusive

beneficiary of the Gamma Trust. Frost is one of two limited partners of Frost Gamma Limited Partnership. The general partner of Frost Gamma Limited Partnership is Frost Gamma, Inc. and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Frost is also the sole shareholder of Frost-Nevada Corporation.

- (4) Frost is the sole trustee of the Nevada Trust and may be deemed to share beneficial ownership of the securities held by the Nevada Trust with the Nevada Trust. Frost-Nevada Limited Partnership is the sole and exclusive beneficiary of the Nevada Trust. Frost is one of five limited partners of Frost-Nevada Limited Partnership and the sole shareholder of

Frost-Nevada  
Corporation, the  
sole general  
partner of  
Frost-Nevada  
Limited  
Partnership.

- (5) The calculation of the percentage is based on
- (i) 66,514,825 Common Shares outstanding as of April 9, 2009, as reported in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on April 15, 2009 and
  - (ii) 3,324,468 Common Shares to be issued upon the conversion of the 6.75% Notes held by the Nevada Trust.
- (6) The calculation of the percentage is based on 66,514,825 Common Shares outstanding as of April 9, 2009, as reported in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on April 15, 2009.

- (7) Includes 10,000  
Common Shares  
held of record  
by Mrs. Frost.  
Frost disclaims  
beneficial  
ownership of  
these shares.

(c) Item 5(c) is hereby amended to add the following:

The information contained in Item 3 of this Second Amendment is incorporated herein by reference.

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**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer**

Item 6 is hereby amended to add the following:

The information contained in Item 3 of this Second Amendment is incorporated herein by reference.

The Gamma Trust sold the following exchange-traded put option contracts relating to the Common Shares, which contracts give the counterparties thereto the right to sell the number of Common Shares underlying the respective contracts to the Gamma Trust at the below-listed exercise prices. The contracts can be exercised by the counterparties thereto at any time prior to their expiration date.

<b>Date of Sale</b>	<b>Expiration Date</b>	<b>Exercise Price</b>	<b>Number of Common Shares Underlying Option Contracts</b>
January 27, 2009	January 16, 2010	\$12.50	50,000
February 24, 2009	January 16, 2010	\$12.50	25,000
January 27, 2009	January 16, 2010	\$15.00	50,000
February 24, 2009	January 16, 2010	\$15.00	25,000
December 9, 2008	January 16, 2010	\$17.50	50,400
January 27, 2009	January 16, 2010	\$17.50	20,000
February 24, 2009	January 16, 2010	\$17.50	52,000
March 6, 2009	January 16, 2010	\$17.50	100,000
December 22, 2008	January 16, 2010	\$20.00	118,020

**Item 7. Material to be Filed as Exhibits**

Item 7 is hereby amended to add the following:

Exhibit 2 Form of Note, dated May 11, 2009, by Vector Group Ltd. to Frost Nevada Investments Trust (incorporated herein by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by the Issuer on May 11, 2009).

Exhibit 3 Purchase Agreement, dated as of May 11, 2009, between Vector Group Ltd. and Frost Nevada Investments Trust (incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K filed by the Issuer on May 11, 2009).

**SIGNATURE**

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 as of May 15, 2009

/s/ Phillip Frost, M.D.  
Phillip Frost, M.D.

**FROST GAMMA INVESTMENTS TRUST**

By: /s/ Phillip Frost, M.D.  
Name: Phillip Frost, M.D.  
Title: Trustee

**FROST NEVADA INVESTMENTS TRUST**

By: /s/ Phillip Frost, M.D.  
Name: Phillip Frost, M.D.  
Title: Trustee

/s/ Patricia Frost  
Patricia Frost