

VECTOR GROUP LTD

Form 8-K

October 22, 2007

**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) October 19, 2007  
**Vector Group Ltd.**

(Exact name of Registrant as specified in its charter)

**Delaware**

**1-5759**

**65-0949535**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

**100 S.E. Second Street, Miami, Florida**

**33131**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

**(305) 579-8000**

**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):

- 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))
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**ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BY-LAWS; CHANGES IN FISCAL YEAR**

On October 19, 2007, the Board of Directors of the Company amended and restated the Company's By-Laws to clarify that the stockholders of the Company may participate in meetings by remote communication and that the Company is permitted to issue uncertificated shares of any class or series of the Company's capital stock, among other matters, and to conform the language and procedures under various provisions of the existing by-laws of the Corporation to the current General Corporation Law of the State of Delaware. The full text of the Amendment and Restated By-Laws is filed as Exhibit 3.4 to this Report.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

The following exhibits are furnished as part of this Current Report on Form 8-K.

<b>Exhibit No.</b>	<b>Description</b>
3.4	Amended and Restated By-Laws of Vector Group Ltd.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 22, 2007

VECTOR GROUP LTD.

By: /s/ Marc N. Bell

Name: Marc N. Bell

Title: Secretary

**EXHIBIT INDEX**

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