

VECTOR GROUP LTD
Form SC 13D/A
February 04, 2015

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 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. 6)*

VECTOR GROUP LTD.

(Name of Issuer)

Common Stock, par value \$0.10 per share

(Title of Class of Securities)

92240M108

(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)

February 3, 2015

(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 “.

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*).

1 NAMES OF REPORTING PERSONS

Phillip Frost, M.D.

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

17,883,559¹

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

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17,883,559¹

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,883,559¹

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

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.3%²

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

¹ Includes 13,415,056 Common Shares of the Issuer held by the Gamma Trust (as defined herein), 4,455,104 Common Shares held by Nevada Trust (as defined herein) and 13,399 Common Shares held by Mrs. Frost (as defined herein).

² The calculation of the percentage is based on (i) 114,500,921 shares as reported in the Issuer's Current Report on Form 8-K, dated November 14, 2014, filed with the Securities and Exchange Commission on November 17, 2014 and (ii) 2,227,552 Common Shares issued upon the conversion of the 6.75% Note held by Nevada Trust on February 3, 2015.

1 NAMES OF REPORTING PERSONS

Frost Gamma Investments Trust

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

13,415,056

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

13,415,056

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,415,056

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

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.5%³

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

³ The calculation of the percentage is based on 114,500,921 shares as reported in the Issuer's Current Report on Form 8-K, dated November 14, 2014, filed with the Securities and Exchange Commission on November 17, 2014 and (ii) 2,227,552 Common Shares issued upon the conversion of the 6.75% Note held by Nevada Trust on February 3, 2015.

CUSIP No. 92240M108

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1 NAMES OF REPORTING PERSONS

Frost Nevada Investments Trust

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

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

4,455,104

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

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4,455,104

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,455,104

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

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.8%⁴

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

⁴ The calculation of the percentage is based on 114,500,921 shares as reported in the Issuer's Form 8-K, dated November 14, 2014, filed with the Securities and Exchange Commission on November 17, 2014 and (ii) 2,227,552 Common Shares issued upon the conversion of the 6.75% Note held by Nevada Trust on February 3, 2015.

1 NAMES OF REPORTING PERSONS

Patricia Frost

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 13,399⁵ SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

13,399⁵

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,399⁵

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

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.01%⁶

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

⁵ These shares are owned by Mrs. Frost, the spouse of Frost (as defined herein). Frost disclaims beneficial ownership of these shares.

⁶ The calculation of the percentage is based on 114,500,921 shares as reported in the Issuer's Current Report on Form 8-K, dated November 14, 2014, filed with the Securities and Exchange Commission on November 17, 2014 and (ii) 2,227,552 Common Shares issued upon the conversion of the 6.75% Note held by Nevada Trust on February 3, 2015.

SCHEDULE 13D/A

AMENDMENT NO. 6 TO SCHEDULE 13D

This Amendment No. 6 to Schedule 13D (this Fifth 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 and as further amended by Amendment No. 2 thereto filed by Frost, the Gamma Trust, the Nevada Trust and Mrs. Frost with the SEC on May 15, 2009, as further amended by Amendment No. 3 thereto filed by Frost, the Gamma Trust, the Nevada Trust and Mrs. Frost with the SEC on November 25, 2011, as further amended by Amendment No. 4 thereto filed by Frost, the Gamma Trust, the Nevada Trust and Mrs. Frost with the SEC on April 3, 2014, as further amended by Amendment No. 5 thereto filed by Frost, the Gamma Trust, the Nevada Trust and Mrs. Frost with the SEC on November 17, 2014 (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), (together, the Original 13D), 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.

All information in this Amendment to the Schedule 13D concerning the Common Shares has been adjusted to give effect to the annual 5% stock dividends paid to stockholders of the Company since 1999.

Item 4. Purpose of Transaction

Item 4 is hereby amended by adding thereto the following:

On February 3, 2015, Nevada Trust converted \$25,000,000 of the Issuer's 6.75% Notes due 2015 held by it into 2,227,552 common shares of the Issuer.

Item 5. Interest in Securities of the Issuer

(a)-(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.	17,883,559 ⁷	Shared ^{7 8 10 11}	Shared ^{7 8 10 11}	15.3% ⁹
Frost Gamma Investments Trust	13,415,056	Shared ⁸	Shared ⁸	11.5% ⁹
Frost Nevada Investments Trust	4,455,104	Shared ¹⁰	Shared ¹⁰	3.8% ⁹
Patricia Frost	13,399 ¹¹	Shared ¹¹	Shared ¹¹	0.01% ⁹

(c) The only transactions effectuated within the past 60 days in the Common Shares are set forth in Item 4 hereof.

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

Item 6 is hereby amended to add the following:

On February 3, 2015, Nevada Trust converted \$25,000,000 of the Issuer's 6.75% Notes due 2015 held by it into 2,227,552 common shares of the Issuer.

⁷ Includes 13,415,056 Common Shares held by the Gamma Trust, 4,455,104 Common Shares held by the Nevada Trust and 13,399 Common Shares held by Mrs. Frost.

⁸ 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.

⁹ The calculation of the percentage is based on (i) 114,500,921 shares as reported in the Issuer's Current Report on Form 8-K, dated November 14, 2014, filed with the Securities and Exchange Commission on November 17, 2014, and (ii) On February 3, 2015, Nevada Trust converted \$25,000,000 of the Issuer's 6.75% Notes due 2015 held by it into 2,227,552 common shares of the Issuer.

¹⁰ 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.

¹¹ Common Shares held of record by Mrs. Frost. Frost disclaims beneficial ownership of these shares.

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: February 3, 2015

/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

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you know, as we talk to other contractors and notables as we attend some of the government-sponsored seminars that are going on with our industry talking about Homeland Security and all that. You know, that's quiet obvious, that it's taking quite a while for that organization, you know, the Office of Homeland Security to shake itself out, to figure out what it's going to be when it grows up. I think we've got some time before we will see increased emphasis, it might be when I say emphasis of course I'm also implying investments on the government's part. I think there will be some time before we see an increase in investments over what the 22 organizations that have formed that office already were investing.

<Q>: Any new initiatives on the FBI at all, anything they're doing.

<A>: No they are still buying just products now from the development after they did the wiretap processor that we have developed and we haven't seen additional initiatives. We are just down at the law-enforcement show and I am trying rapidly to remember what did not appear is the name of the organization and it's the National Association whatever the heck it is but it's all law enforcement individuals and with I was just reading some of the reports from our presentations down at this show in Kansas, quite a large gathering of all levels of law enforcement ATF, FBI, Secret Service right down the local you know, city police, etc. And there was a lot of interest in our wireless capabilities, wireless SIGINT capabilities, but it is kind of fishing, it takes an awful lot of bites to fill the frying pan and so it takes awful lot of interest to make an order.

<Q>: And just on any new customers bidding anything minor at all you know, that you are working on?

<A>: We have two different ones, actually I am at our Virginia office at the moment, you know there is a demonstration being set up right now on a new contract we have with the National Reconnaissance Organization and individuals from that organization will be over here tomorrow to see the first demonstration of engineering development we are doing. Now we haven't had a contract with that organization almost since the

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inception of the company, we did have some back in 1985 through '88, but so that's essentially a new customer. We have another organization, I can't really identify it, but it's an organization within what is a famous three-letter organization that gets talked about a lot these days and that we do a lot of business with, but this is a complete new organization that is interested in what is getting euphemistically referred to as data mining and this is very important, it's really tough, with what you have been reading about over the past months in the papers about the fact that to be more attractive in intelligence gathering and in particular in support of the counter-terrorism campaign, we need to come up with a more effective way to integrate all forms of intelligence that have come in from all different sources and do that in a meaningful and efficient, and time efficient, as well, way. And you know, we see a lot of the talk that hey, there's a lot more information around, and had we been able to better analyze and integrate it prior to September 11, that could have maybe given us the tip off. And so there is strong emphasis among many organizations to do a better job of how you are getting volumes of information, of data, which may not be information. Are there more effective ways to work through all that and put intelligence stories together rapidly. This particular organization has a fair amount of budget to do just that and we are about to be put under again a small contract, but it is a diverse organization and a bit of diverse area. We're about to be put under contract here in our Virginia office to start supporting that organization. Those are a couple that come right off the top of my mind.

<Q>: Okay. Great, excellent, just one recommendation. It would be nice if everyone in the call had security clearances so we could deal with it and be open about these things.

<A>: Well, it was better shot, and I could hit you all, I could go ahead and open up anyhow.

<Q>: Thanks a lot.

<A>: Thanks Ben.

Operator: Gentlemen, there are no further questions at this time.

<A>: All right. I think I would like to thank every body for being on the call and we will sign off.

Operator: This concludes today's conference. Thank you for your participation. All parties may disconnect now.