

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 12, 1999

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

-----  
POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

BROOKE GROUP LTD.  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

65-0949535  
(I.R.S. Employer  
Identification No.)

100 S.E. Second Street  
Miami, Florida  
(Address of Principal Executive Offices)

33131  
(Zip Code)

-----  
STOCK OPTIONS  
(Full Title of the Plan)  
-----

Marc N. Bell, Esq.  
Vice President, General Counsel and Secretary  
100 S.E. Second Street  
Miami, Florida 33131  
(305) 579-8000  
(Name, Address and Telephone Number of Agent for Service)

## POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8

This post-effective amendment is being filed pursuant to Rule 414 under the Securities Act of 1933 (the "Securities Act"). Effective October 1, 1999, the Registrant's predecessor (also named Brooke Group Ltd. and referred to herein as the "Predecessor") reorganized its corporate structure to form a holding company. The holding company structure was implemented by a merger conducted pursuant to Section 251(g) of the Delaware General Corporation Law. In the merger (the "Merger"), the Predecessor merged with BGL Merger, Inc., a newly-formed, wholly-owned indirect subsidiary of the Predecessor, and each share of Common Stock of the Predecessor was automatically converted into one share of Common Stock of the Registrant. As a result of the Merger, the Predecessor became an indirect wholly-owned subsidiary of the Registrant. Pursuant to Section 251(g) of the General Corporation Law of the State of Delaware, stockholder approval of the Merger was not required.

Also in connection with the Merger, the Registrant adopted the Stock Options and assumed all obligations as sponsor thereunder. In accordance with Rule 414, the Registrant, as the successor issuer of the Common Stock, hereby expressly adopts this Registration Statement, as well as the Stock Option Agreements to which it relates, as its own for all purposes of the Securities Act and the Securities Exchange Act of 1934.

The registration fees were paid at the time of the original filing of this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami, and State of Florida, on the 12th day of October, 1999.

BROOKE GROUP LTD.

By: /s/ Joselynn D. Van Siclen  
-----  
Joselynn D. Van Siclen  
Vice President, Chief Financial  
Officer and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this amendment to the Registration Statement has been signed below by the following persons in the capacities indicated on October 12, 1999.

\*  
-----  
Bennett S. LeBow  
Chairman of the Board of  
Directors, President and  
Chief Executive Officer  
(Principal Executive Officer)

/s/ Joselynn D. Van Siclen  
-----  
Joselynn D. Van Siclen  
Vice President, Chief Financial  
Officer and Treasurer (Principal  
Financial Officer and Principal  
Accounting Officer)

\*  
-----  
Robert J. Eide  
Director

\*  
-----  
Jeffrey S. Podell  
Director

-----  
Jean E. Sharpe  
Director

\* By: /s/ Joselynn D. Van Siclen  
-----  
Attorney-in-Fact