

## BROOKE GROUP LTD.

SUPPLEMENT NO. 5 DATED AUGUST 18, 1998  
TO PROSPECTUS DATED MAY 29, 1998

The Prospectus of Brooke Group Ltd. (the "Company") dated May 29, 1998 relating to the Company's common stock, \$.10 par value per share (the "Common Stock"), is hereby supplemented as follows:

## SELLING STOCKHOLDERS

The table set forth on pages 52 to 59 of the Prospectus is supplemented to include information concerning the following additional Selling Stockholders.

SELLING STOCKHOLDERS -----	SHARES OF COMMON STOCK OWNED PRIOR TO OFFERING -----	SHARES OF COMMON STOCK BEING OFFERED -----	NO. OF SHARES OF COMMON STOCK OWNED AFTER OFFERING(1) -----
APSC Partnership	1	1	0
Antman, Avery	34	34	0
Drechsler, Carol	34	34	0
Elkman, Steven M.	666	666	0
Frymer, William	90	90	0
Graber, Harry and Cherie	67	67	0
Guerra, Rose Ann and Henry	17	17	0
Gummo, Barbara M.	84	84	0
Juliano, Andrew M.	34	34	0
Juliano, Andrew M. C/F Theresa Juliano	17	17	0
Mikheeva, Irina	17	17	0
Penwick Ltd.	333	333	0
Pope, Frank	34	34	0
Ratkowski, David and Mary	34	34	0
Sirangelo, Peter	17	17	0
Sirangelo, Vincent	84	84	0
Spatafora, Maureen	100	100	0
Waks, Susan	17	17	0
Waks, Susan, IRA	17	17	0

(1) The calculation of the number of shares of the Company's common stock owned after the offering assumes the sale of all shares offered hereby.