

BROOKE GROUP LTD.

SUPPLEMENT NO. 3 DATED JULY 27, 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) -----
Beekman, Beverly	34	34	0
Blecker, Joan	34	34	0
Donaldson, Lufkin & Jenrette, Inc.	337	337	0
Hartzmark & Co., Inc. Defined Bene Pen/Pl	250	250	0
Hong Zen Lin Hung	34	34	0
Miller Family Limited Partnership II	417	417	0
Parish, Lynn M. and Walter J.	17	17	0
Prahalis, Lynn	34	34	0
Prahalis, Stanley	34	34	0
Prahalis, Stanley-Family Trust	34	34	0
Stearns, Peter	34	34	0
Stearns, Peter and Betty	67	67	0
WAM L.P.	34	34	0
Wellens, Beatrice and Richard S.	34	34	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.