

BROOKE GROUP LTD.

SUPPLEMENT NO. 6 DATED OCTOBER 16, 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) -----
Wilmer J. Thomas	2,331	2,331	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.