

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 24, 2000

VECTOR GROUP LTD.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation)

1-5759
(Commission File Number)

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

100 S.E. Second Street, Miami, Florida
(Address of principal executive offices)

33131
(Zip Code)

(305) 579-8000
(Registrant's telephone number, including area code)

Brooke Group Ltd.
(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS.

Effective May 24, 2000, Brooke Group Ltd. (the "Company") changed its corporate name to Vector Group Ltd. after the holders of a majority of its outstanding shares of Common Stock approved the change at the annual meeting of stockholders. With the change in the Company's name, the symbol for the Common Stock on the New York Stock Exchange has changed to "VGR".

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) The following Exhibits are provided in accordance with the provisions of Item 601 of Regulation S-K and are filed herewith unless otherwise noted.

EXHIBIT INDEX

- 3.1 Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VECTOR GROUP LTD.

By: /s/ Richard J. Lampen

Richard J. Lampen
Executive Vice President

Date: May 25, 2000

CERTIFICATE OF AMENDMENT
TO
THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
BROOKE GROUP LTD.

Brooke Group Ltd., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The Board of Directors of the Corporation has adopted a resolution proposing and declaring advisable the following amendment to the Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"):

RESOLVED, that it is advisable for the Corporation's Certificate of Incorporation to be amended as follows:

Article FIRST of the Certificate of Incorporation be amended to read in its entirety as follows:

"FIRST: The name of the Corporation is Vector Group Ltd."

2. The amendment of the Certificate of Incorporation effected by this Certificate was duly authorized at the Annual Meeting of Stockholders held on May 24, 2000, by the holders of a majority of the outstanding capital stock of the Corporation entitled to vote thereon, after first having been declared advisable by the Board of Directors of the Corporation, all in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, Brooke Group Ltd. has caused this Certificate to be signed by Richard J. Lampen, its Executive Vice President, who hereby acknowledges under penalties of perjury that the facts herein stated are true and that this Certificate is the Corporation's act and deed, this 24th day of May, 2000.

BROOKE GROUP LTD.

By: /s/ Richard J. Lampen

Richard J. Lampen
Executive Vice President