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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

**Date of Report:**  
**July 8, 2019**

**Gacho Group Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
State of  
Incorporation

**0-55209**  
Commission  
File Number

**52-2158952**  
IRS Employer  
Identification No.

**135 Fifth Ave., 10th Floor**  
**New York, NY 10010**  
Address of principal executive offices

**212-739-7650**  
Telephone number, including  
Area code

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Former name or former address if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A		

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**Item 3.02. Unregistered Sales of Equity Securities**

As disclosed previously in Gaucho Group Holdings, Inc.'s (the "Company's") Quarterly Report on Form 10-Q for the quarter ended March 31, 2019, the Company's subsidiary, Gaucho Group, Inc. ("GG") sold convertible promissory notes in the total amount of \$2,266,800 to accredited investors (the "GG Notes"). The maturity date of the notes was March 31, 2019, and at the option of the holder, the principal amount of the note plus accrued interest could be converted into GG common stock at a 20% discount to the share price in a future offering of common stock by GG. On April 14, 2019, GG Notes representing \$1,951,300 of principal and \$51,160 of interest converted into 5,006,151 shares of GG common stock. The remaining GG Notes representing \$315,500 of principal and \$9,176 of interest as of April 15, 2019 are due and outstanding. For this issuance of securities, no general solicitation was used and GG relied on the exemption from registration available under Section 4(a)(2) and Rule 506(b) of Regulation D promulgated under the Securities Act with respect to transactions by an issuer not involving any public offering. A Form D was filed with the Securities and Exchange Commission (the "SEC") on September 18, 2018, an amended Form D was filed on November 20, 2018, and amended Form D was filed on December 10, 2018, an amended Form D was filed on January 17, 2019, an amended Form D was filed on February 8, 2019, and another amended Form D was filed on February 21, 2019.

Between June 4, 2019 and July 2, 2019, Gaucho Group Holdings, Inc. ("GGH") sold 2,212,143 shares of its common stock to accredited investors for total gross proceeds of \$774,250. No general solicitation was used, no commissions were paid, and the Company relied on the exemption from registration available under Section 4(a)(2) and Rule 506(b) of Regulation D of the Securities Act of 1933, as amended, in connection with the sales. A Form D was filed with the SEC on April 22, 2019, an amended Form D was filed on May 6, 2019, and an amended Form D was filed on May 31, 2019.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

See Item 5.07 for information regarding the election of directors and approval of the amendment of the Company's 2018 Equity Incentive Plan at the annual stockholders' meeting of Gaucho Group Holdings, Inc. (the "Company") held on July 8, 2019.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

See Item 5.07 for information regarding approval of the amendment of the Company's Amended and Restated Bylaws at the annual stockholders' meeting of Gaucho Group Holdings, Inc. (the "Company") held on July 8, 2019.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Company convened its 2019 Annual Stockholder Meeting (the "Meeting") on July 8, 2019 at 2:00 p.m. Eastern Time at the Company's offices located at 135 Fifth Avenue, 10<sup>th</sup> Floor, New York, NY, 10010. A quorum was present for the Meeting.

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At the Meeting, five proposals were submitted to the stockholders for approval as set forth in the 2019 Proxy Statement as filed with the SEC on May 28, 2019 and as supplemented and filed with the SEC on May 31, 2019 and on June 5, 2019. As of the record date, May 20, 2019, a total of 52,635,433 shares of common stock of the Company were issued and a total of 52,584,900 shares of common stock were outstanding and entitled to vote. In addition, a total of 902,670 shares of Series B convertible preferred stock ("Series B Stock") were issued and outstanding, and on an as converted basis to common stock, 8,456,072 were entitled to vote. The holders of record of 40,577,735 shares of Common Stock and the holders of record of 2,524,261 Series B Stock of the Company on an as converted basis to Common Stock for purposes of voting were present in person or represented by proxy at said meeting for a total of 43,081,966 votes entitled to vote at the meeting. Such amount represented 71% of the shares entitled to vote at such meeting.

At the Meeting, the stockholders approved all of the proposals submitted. The votes on the proposals were cast as set forth below:

1. Proposal No. 1 – Election of directors. The stockholders elected all three director nominees presented to the stockholders: Steven A. Moel, Peter J.L. Lawrence, and Scott L. Mathis to serve until their respective successors are elected and qualified. Mr. Julian Beale did not stand for re-election as a member of the Company's Board of Directors.

Name	Shares FOR	WITHHOLD Authority To Vote	Broker Non-Vote
Class I Directors—Steven A. Moel	38,673,420	1,519,380	3,363,481
Class II Directors—Peter J.L. Lawrence	38,755,168	1,437,632	3,363,481
Class III Directors—Scott L. Mathis	38,392,602	1,800,198	3,363,481

2. Proposal No. 2 – The stockholders approved an amendment to the Company's bylaws to implement a staggered Board structure whereby the Board of Directors shall be divided into three classes, as nearly equal in number as possible, designated: Class I, Class II and Class III. Therefore, Dr. Moel was elected as a Class I director to serve for an initial term expiring at the Company's 2020 annual meeting of stockholders; Mr. Lawrence was elected as a Class II director to serve for an initial term expiring at the Company's 2021 annual meeting of stockholders; and Mr. Mathis was elected as a Class III director to serve for an initial term expiring at the Company's 2022 annual meeting of stockholders.

Shares FOR	Shares AGAINST	ABSTAIN	Broker Non-Vote
38,664,323	1,219,481	53,312	3,363,481

3. Proposal No. 3 – The stockholders approved a reverse stock split of the outstanding shares of common stock in a range from one-for-two (1:2) up to one-for-twenty-five (1:25), or anywhere between, to be implemented at the discretion of the Board if necessary to effect a listing of the Company's common stock on the Nasdaq.

Shares FOR	Shares AGAINST	ABSTAIN
41,959,077	1,115,968	481,236

4. Proposal No. 4 – The stockholders approved an amendment to the Company’s 2018 Equity Incentive Plan to increase the number of shares available for awards under the plan.

<b>Shares FOR</b>	<b>Shares AGAINST</b>	<b>ABSTAIN</b>	<b>Broker Non-Vote</b>
36,697,918	2,025,080	298,445	3,363,481

5. Proposal No. 5 – The stockholders ratified and approved Marcum, LLP as the Company’s independent registered accounting firm for the year ended December 31, 2019.

<b>Shares FOR</b>	<b>Shares AGAINST</b>	<b>ABSTAIN</b>
42,187,041	1,337,790	31,450

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

- 3.2 [Amendment to the Company’s Amended and Restated Bylaws as approved on July 8, 2019](#)  
4.1 [Amendment to the Company’s 2018 Equity Incentive Plan as approved by the Board of Directors on May 13, 2019 and the stockholders on July 8, 2019](#)
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 9th day of July 2019.

**Gacho Group Holdings, Inc.**

By: /s/ Scott L. Mathis

Scott L. Mathis, President & CEO

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**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED BYLAWS  
OF  
GAUCHO GROUP HOLDINGS, INC.**

Gaicho Group Holdings, Inc. (the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

By vote of the Board of Directors of the Corporation on May 13, 2019, pursuant to Section 141 of the General Corporation Law of the State of Delaware (the "DGCL"), and by a vote of the stockholders of the Corporation representing a majority of the shares outstanding on July 8, 2019, pursuant to Sections 141 and 211 of the DGCL, the following resolutions were adopted setting forth amendments to the Amended and Restated Bylaws of the Corporation (the "Bylaws"). The resolutions setting forth the amendment are as follows:

**RESOLVED**, that Article III of the Amended and Restated Bylaws of the Corporation be and it hereby is deleted in its entirety and a new Article III be inserted in lieu thereof to read as follows:

A. Number. Subject to the provisions of the Certificate of Incorporation, the number of directors will be fixed from time to time exclusively by resolutions adopted by the Board of Directors.

B. Classes of Directors. The board of directors shall be and is divided into three classes, as nearly equal in number as possible, designated: Class I, Class II and Class III. In case of any increase or decrease, from time to time, in the number of directors, the number of directors in each class shall be apportioned as nearly equal as possible. No decrease in the number of directors shall shorten the term of any incumbent director.

C. Terms of Office. Each director shall serve for a term ending on the date of the third annual meeting following the annual meeting at which such director was elected; *provided, that* each director initially appointed to Class I shall serve for an initial term expiring at the corporation's first annual meeting of stockholders following the effectiveness of this provision; each director initially appointed to Class II shall serve for an initial term expiring at the corporation's second annual meeting of stockholders following the effectiveness of this provision; and each director initially appointed to Class III shall serve for an initial term expiring at the corporation's third annual meeting of stockholders following the effectiveness of this provision; *provided further*, that the term of each director shall continue until the election and qualification of a successor and be subject to such director's earlier death or resignation.

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D. Powers. The Board of Directors shall exercise all of the powers of the corporation except such as are, by applicable law, the Certificate of Incorporation, or these Bylaws, conferred upon or reserved to the stockholders of any class or classes or series thereof.

E. Resignations. Any director may resign at any time by giving notice in writing or by electronic transmission to the Board of Directors or the secretary; provided, however, that if such notice is given by electronic transmission, such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the director. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein. Acceptance of such resignation shall not be necessary to make it effective.

F. Regular Meetings. The Board of Directors shall meet on the same days as the annual meeting of the stockholders, provided a quorum is present, and no notice of such meeting will be necessary in order to legally constitute the meeting. Regular meetings of the Board of Directors will be held at such times and places as the Board of Directors may from time to time determine.

G. Special Meetings. Special meetings of the Board of Directors may be called at any time, at any place and for any purpose by the chairman of the board, the chief executive officer, or by a majority of the Board of Directors.

H. Notice of Meetings. Notice of every meeting of the Board of Directors will be given to each director at his usual place of business or at such other address as will have been furnished by him for such purpose. Such notice will be properly and timely given if it is (1) deposited in the United States mail not later than the third calendar day preceding the date of the meeting or (2) personally delivered, telegraphed, sent by facsimile or electronic transmission or communicated by telephone at least twenty-four hours before the time of the meeting. Such notice need not include a statement of the business to be transacted at, or the purpose of, any such meeting.

I. Waiver of Notice. Attendance of a director at a meeting of the Board of Directors will constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. A written waiver of notice signed by a director or directors entitled to such notice, whether before, at, or after the time for notice or the time of the meeting, will be equivalent to the giving of such notice.

J. Required Vote; Adjournment. Except as may be otherwise provided by law, the Certificate of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present will be deemed the act of the Board of Directors. Less than a quorum may adjourn any meeting of the Board of Directors from time to time without notice.

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K. Procedure. The order of business and all other matters of procedure at every meeting of the Board of Directors may be determined by the chairman of the Board of Directors or, in his or her absence, the most senior officer of the corporation present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the Board of Directors, but, in the absence of the secretary, the presiding officer of the meeting may appoint any person to act as secretary of the meeting.

L. Participation in Meetings by Telephone. Members of the Board of Directors, or of any committee thereof, may participate in a meeting of such board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation will constitute presence in person at such meeting.

M. Action Without a Meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the board or committee. Any such consent may be in counterparts and will be effective on the date of the last signature thereon unless otherwise provided therein.

N. Fees and Compensation of Directors. Unless otherwise provided by the Certificate of Incorporation, or these Bylaws, the Board of Directors, by resolution or resolutions, may fix the compensation of directors. The directors may be reimbursed for their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as a director. Nothing contained in these Bylaws shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings.”

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to the Amended and Restated Bylaws to be signed by its Chief Executive Officer this 8th day of July, 2019.

**GAUCHO GROUP HOLDINGS, INC.**

By: /s/ Scott L. Mathis

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Scott L. Mathis  
Chief Executive Officer

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**AMENDMENT NO. 1 TO  
2018 AWLD EQUITY INCENTIVE PLAN**

Section 4(a) of the Plan is hereby amended as follows:

**Section 4. Shares Available for Awards**

(a) Shares Available. Subject to adjustment as provided in Section 4(c) of the Plan, the aggregate number of Shares that may be issued under the Plan, excluding shares issued under the Pre-Existing Plans, shall be 4,139,800 Shares, plus an automatic annual increase to be added on January 1 of each year equal to 2.5% of the total number of Shares outstanding on such date (including for this purpose any Shares issuable upon conversion of any outstanding capital stock of the Company).

(i) Any Shares subject to an Award issued under this Plan or the Pre-Existing Plans that are canceled, forfeited or expire prior to exercise or realization, either in full or in part, shall be added to the total number of Shares available for an Award to be made under the Plan.

(ii) Shares to be issued under the Plan must be authorized but unissued Shares.

(iii) Notwithstanding the foregoing, (A) the number of Shares available for granting Incentive Stock Options under the Plan shall not exceed the aggregate number of Shares that may be issued under the Plan not taking into account any automatic increase in the share reserve, subject to adjustment as provided in Section 4(c) of the Plan and subject to the provisions of Section 422 or 424 of the Code or any successor provision and (B) the number of Shares available for granting Restricted Stock and Restricted Stock Units shall not exceed 500,000, subject to adjustment as provided in Section 4(c) of the Plan. Shares tendered by Participants as full or partial payment to the Company upon exercise of an Award, and Shares withheld by or otherwise remitted to the Company to satisfy a Participant's tax withholding obligations with respect to an Award, shall not then become available for issuance under the Plan. Any Shares withheld or otherwise remitted to the Company to satisfy tax withholding obligations, to pay the exercise price of an Award, or Shares of Common Stock subject to a broker-assisted cashless exercise of an Award shall reduce the number of Shares available for issuance under the Plan.

(iv) The maximum number of Shares subject to an Award granted during a Fiscal Year to any Director (exclusive of Shares subject to an Award issued to any Director in his or her capacity as an Employee of the Company), together with any cash fees paid to such Director during the Fiscal Year shall not exceed a total value of \$100,000 (calculating the value of any Awards based on the grant date fair value for financial reporting purposes).

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