

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person <b>MATHIS SCOTT L</b>  (Last) (First) (Middle) <b>135 FIFTH AVENUE, FLOOR 10</b>  (Street)  <b>NEW YORK, NY 10010</b>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <b>07/14/2014</b>	3. Issuer Name and Ticker or Trading Symbol <b>Algodon Wines &amp; Luxury Development Group, Inc. [VINO]</b>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President, CEO, Chairman</b>	5. If Amendment, Date Original Filed (Month/Day/Year) <b>08/20/2014</b>
6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,713,807	I	See Footnote (1)
Common Stock	73,467	I	See Footnote (2)
Common Stock	336,545	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options	(4)	02/22/2015	Common Stock	47,132	\$ 2.63	D	
Stock Options	(5)	04/15/2015	Common Stock	1,713	\$ 8.03	D	
Stock Options	(6)	04/15/2016	Common Stock	25,000	\$ 3.85	D	
Stock Options	(7)	04/15/2017	Common Stock	25,000	\$ 3.85	D	
Stock Options	(8)	04/15/2018	Common Stock	25,000	\$ 2.48	D	
Stock Options	(9)	07/06/2016	Common Stock	422,500	\$ 3.85	D	
Stock Options	(10)	06/30/2018	Common Stock	1,000,000	\$ 2.48	D	
Warrant	(11)	09/30/2014	Common Stock	35,422	\$ 3.7	D	
Warrant	(11)	04/03/2015	Common Stock	6,576	\$ 1.59	D	
Warrant	(11)	07/27/2015	Common Stock	22,237	\$ 1.59	D	
Warrant	(11)	12/31/2017	Series A Preferred Stock (3)	18,939	\$ 2.3	D	
Warrant	(11)	10/31/2017	Series A Preferred Stock (3)	85,518	\$ 2.3	D	
Warrant	(11)	03/31/2018	Series A Preferred Stock (3)	22,878	\$ 2.3	D	
Warrant	(11)	06/30/2018	Series A Preferred Stock (3)	2,460	\$ 2.3	D	
Warrant	(11)	09/30/2018	Series A Preferred Stock (3)	27,561	\$ 2.3	D	
Warrant	(11)	12/31/2018	Series A Preferred Stock (3)	36,031	\$ 2.3	D	

Warrant	(11)	03/31/2019	Series A Preferred Stock (3)	59,053	\$ 2.3	D	
Warrant	(11)	06/30/2019	Series A Preferred Stock (3)	58,834	\$ 2.3	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHIS SCOTT L 135 FIFTH AVENUE FLOOR 10 NEW YORK, NY 10010	X	X	President, CEO, Chairman	

## Signatures

/s/ Victoria B. Bantz as power of attorney for Scott L. Mathis		12/02/2014
<small>Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares held by The WOW Group, LLC, of which Mr. Mathis is a managing member and of which Mr. Mathis is a controlling member.
  - (2) Shares held by Mr. Mathis' 401(k) account.
  - (3) Upon effectiveness of the Form 10 filed by AWLD on May 14, 2014, all Series A Preferred Stock will convert to Common Stock on a 1:1 basis.
  - (4) Options granted pursuant to AWLD's 2008 Equity Incentive Plan on February 22, 2010. All options fully vested as of February 22, 2013.
  - (5) Options granted pursuant to AWLD's 2008 Equity Incentive Plan on April 15, 2010. All options fully vested as of April 15, 2011.
  - (6) Options granted pursuant to AWLD's 2008 Equity Incentive Plan on April 15, 2011. All options fully vested as of April 15, 2012.
  - (7) Options granted pursuant to AWLD's 2008 Equity Incentive Plan on April 15, 2012. All options fully vested as of April 15, 2013.
  - (8) Options granted pursuant to AWLD's 2008 Equity Incentive Plan on April 15, 2013. All options fully vested as of April 15, 2014.
  - (9) Options granted pursuant to AWLD's 2008 Equity Incentive Plan on July 6, 2011. Options to acquire 105,625 shares vested on July 6, 2012, thereafter options to acquire 26,409 shares vest every three months.
  - (10) Options granted pursuant to AWLD's 2008 Equity Incentive Plan on June 30, 2013. All options immediately vested as of June 30, 2013.
  - (11) All warrants currently exercisable.

### Remarks:

The Form 3 filed on 08/21/2014 for Mr. Mathis incorrectly included 231,545 shares of Series A Preferred Stock. The correct amount of Series A Preferred Stock owned by Mr. Mathis is 0.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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