
**UNITED STATES
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:

April 1, 2016

Algodon Wines & Luxury Development Group, 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

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:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 3.02 Unregistered Sales of Equity Securities.

Between April 1, 2016 and May 31, 2016, Algodon Wines & Luxury Development Group, Inc. (the “Company”) issued 467,556 shares of its common stock at a price of \$2.50 per share to accredited investors in a private placement transaction for gross proceeds of \$1,168,890. Commissions in the form of cash of \$105,200 and 46,756 warrants to purchase common stock at \$2.50 per share were paid to DPEC Capital, Inc., the Company’s registered broker dealer subsidiary in connection with these share issuances. DPEC Capital, Inc., in turn, awarded such warrants to its registered representatives. The investors and registered representatives all had sufficient knowledge and experience in financial, investment and business matters to be capable of evaluating the merits and risks of investment in the Company and able to bear the risk of loss. For this sale of securities, the Company 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. No general solicitation was used in this offering. A Form D was filed on October 8, 2015.

Effective May 31, 2016, the Board of Directors of the Company approved a reduction in price from \$2.50 per share to \$2.00 per share of all shares of common stock issued to accredited investors pursuant to private placement transactions from October 6, 2015 through May 31, 2016. The Company issued total of 470,765 shares of additional common stock to those investors for no additional consideration. In addition, DPEC Capital, Inc. was issued 47,077 additional warrants which it, in turn, awarded such warrants to its registered representatives.

Between June 1, 2016 and July 27, 2016, the Company issued 125,000 shares of its common stock at a price of \$2.00 per share to accredited investors in a private placement transaction for gross proceeds of \$230,000. Commissions in the form of cash of \$20,700 and 11,500 warrants to purchase common stock at \$2.00 per share were paid to DPEC Capital, Inc., the Company’s registered broker dealer subsidiary in connection with these share issuances. DPEC Capital, Inc., in turn, awarded such warrants to its registered representatives. The investors and registered representatives all had sufficient knowledge and experience in financial, investment and business matters to be capable of evaluating the merits and risks of investment in the Company and able to bear the risk of loss. For this sale of securities, the Company 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. No general solicitation was used in this offering. A Form D was filed on October 8, 2015.

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 29th day of July 2016.

**Algodon Wines & Luxury Development
Group, Inc.**

By: */s/ Scott L. Mathis*

Scott L. Mathis, President & CEO
