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:
December 3, 2019

Gaucho Group Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**0-55209**	**52-2158952**
State of Incorporation	Commission File Number	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 (*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 [X]

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. [X]

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		

Item 3.03 Material Modification to Rights of Security Holders.

As previously reported, on February 28, 2017, Gaucho Group Holdings, Inc. (the "Company") filed a Certificate of Designation of the Series B Convertible Preferred Stock designating 902,670 shares of preferred stock of the Company, par value $0.01 as Series B Convertible Preferred Stock (the "Series B Shares"). Among the other rights and preferences of the holders of Series B Shares, if such Series B Shares had not been previously converted into common stock, the holders were entitled to convert their Series B Shares to common stock up until the date that was two years following the termination of any offering of the Series B Shares, at which time the Company would redeem all then-outstanding Series B Shares. Also as previously reported, the termination date of the offering of the Series B Shares was December 4, 2017.

On December 3, 2019, the Board approved the Amendment to the Certificate of Designation of the Series B Convertible Preferred Stock (the "Series B Amendment") which extends the period in which holders of the Series B Shares may voluntarily elect to convert such shares into shares of common stock of the Company to January 31, 2020. In addition, the Series B Amendment extends the date upon which the Company shall redeem all then-outstanding Series B Shares and all unpaid accrued and accumulated dividends to January 31, 2020.

The Series B Amendment was filed with the Secretary of State of the State of Delaware on December 3, 2019.

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

See item 3.03 above.

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

On December 3, 2019, stockholders holding a majority of the Series B Shares approved the Series B Amendment by written consent pursuant to the Company's bylaws and the Delaware General Corporation Law.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

4.1 Amendment to the Company's Certificate of Designation of the Series B Convertible Preferred Stock as approved by the Board of Directors and the Series B Preferred stockholders on December 3, 2019 and filed with the Delaware Secretary of State.

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 4th day of December 2019.

Gaucho Group Holdings, Inc.

By: */s/ Scott L. Mathis*
Scott L. Mathis, President & CEO

AMENDMENT TO THE CERTIFICATE OF DESIGNATION OF SERIES B CONVERTIBLE PREFERRED STOCK OF GAUCHO GROUP HOLDINGS, INC.

PURSUANT TO SECTION 151 OF THE DELAWARE GENERAL CORPORATION LAW

Gaucho Group Holdings, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (hereinafter called the "Corporation"), DOES HEREBY CERTIFY:

That pursuant to resolutions adopted by unanimous consent of the Board of Directors of the Corporation, and the resolutions adopted by a majority of the Series B Convertible Preferred Stockholders, the Certificate of Designation for the Series B Convertible Preferred Stock, $0.01 par value per share, dated February 21, 2017 (the "Certificate of Designation"), is amended as follows:

1. Section 5(a) of the Certificate of Designation be and it hereby is deleted in its entirety and a new Section 5(a) be inserted in lieu thereof to read as follows:

5. **Conversion Rights; Mandatory Conversion.** The holders of the Series B Convertible Preferred Stock shall have the following rights and obligations with respect to the conversion of such shares into shares of Common Stock:

(a) **Voluntary Conversion**. Subject to and in compliance with the provisions of this Section 5, on or before January 31, 2020, the holder of shares of Preferred Stock may elect to convert such shares into fully-paid and non-assessable shares of Common Stock, except that the Company shall not be required to convert less than 2,500 shares of Series B Convertible Preferred Stock in the event such holder seeks to convert less than all of such holder's shares. Holders will be notified of the date on which the right to voluntarily convert provided for herein shall expire. The number of shares of Common Stock that a holder of Series B Convertible Preferred Stock shall be entitled to receive upon conversion shall be the product obtained by multiplying the Series B Applicable Conversion Rate (determined as provided in Section 5(b)) by the number of shares of Series B Convertible Preferred Stock being converted at any time.

2. Section 6(a) of the Certificate of Designation be and it hereby is deleted in its entirety and a new Section 6(a) be inserted in lieu thereof to read as follows:

6. **Redemption.**

(a) **Redemption of Preferred Stock.** Subject to the provisions of Section 5, and any actions previously taken pursuant thereto, on January 31, 2020 (the "Redemption Date"), the Corporation shall redeem all then-outstanding shares of Series B Preferred Stock ("Series B Redemption") for a price per Share equal to the Liquidation Value for such Share, plus all unpaid accrued and accumulated dividends on such Share (whether or not declared) (the "Series B Redemption Price," for all holders collectively, the "Aggregate Series B Redemption Price"). The Aggregate Series B Redemption Price shall be payable in immediately available funds to the respective holders of the Series B Preferred Stock within sixty (60) days following the Redemption Date and the Corporation shall contribute all of its assets to the payment of the Aggregate Series B Redemption Price, and to no other corporate purpose, except to the extent prohibited by applicable Delaware law.

IN WITNESS WHEREOF, this Amendment to the Certificate of Designation has been executed on behalf of the Corporation by its Chief Executive Officer, and attested by its Secretary, this 3rd day of December, 2019.

Gaucho Group Holdings, Inc.

By: */s/ Scott Mathis*
Name: Scott Mathis
Title: Chief Executive Officer

Attest:

/s/ Maria Echevarria
Maria Echevarria, Secretary