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

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for use of the Commission only as permitted by Rule 14a-6(e)(2)
- Definitive Proxy Statement
- Definitive Additional Material
- Solicitation Material under §240.14a-12

GAUCHO GROUP HOLDINGS, INC.

(Name of Registrant as Specified in Its Charter)

Payment of filing fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, of the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
 - 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:
-
-

GAUCHO GROUP HOLDINGS, INC.
c/o Continental Proxy Services
1 State Street, New York NY 10004

**You May Vote Your Proxy When You View The
Material On The Internet. You Will Be Asked
To Follow The Prompts To Vote Your
Common Shares Only.**

Gaicho Group Holdings, Inc.
8 Union Square, Suite 2A
New York, NY 10003

**NOTICE OF ANNUAL MEETING
OF STOCKHOLDERS**
to be held on
Wednesday, September 2, 2020

*Stockholders are cordially invited to attend the virtual Annual Meeting.
At the meeting, you will need your 12 digit control number to vote
electronically or Series B holders must request a ballot.

Dear Stockholder,

The 2020 Annual Meeting of Stockholders of Gaicho Group Holdings, Inc. (the "Company") will be held virtually, on Wednesday, September 2, 2020, at 4:00 PM (Eastern time).

Proposals to be considered at the Annual Meeting:

- (1) To elect the two (2) director nominees to the Company's Board of Directors;
- (2) To approve an amendment to the Company's Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock;
- (3) To reauthorize a reverse stock split;
- (4) To conduct an advisory vote on executive compensation;
- (5) To ratify the appointment of Marcum LLP, as the Company's independent registered accounting firm; and
- (6) Approval to immediately commence proceedings to liquidate Company assets.

Additionally, to address such other matters as may properly come before the 2020 Annual Meeting or any adjournment or postponement thereof.

The Board of Directors recommends a vote "FOR" all nominees under Proposal 1, "FOR" Proposals 2, 3, 4 and 5, and a vote "AGAINST" Proposal 6.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated, and returned the proxy card.



Vote at the Meeting –

If you plan to attend the virtual online annual meeting, you will need your 12 digit control number to vote electronically at the Annual Meeting. To attend;

<https://www.cstproxy.com/gauchogroupholdings/2020>



Vote Your Proxy on the Internet:

Go to <http://www.cstproxyvote.com>
Have your notice available when you access the above website. Follow the prompts to vote your shares.

CONTROL NUMBER

The Proxy Materials are available for review at:
<https://www.cstproxy.com/gauchogroupholdings/2020>

Gaicho Group Holdings, Inc.
8 Union Square, Suite 2A
New York, NY 10003

**Important Notice Regarding the Availability of Proxy Materials For the
2020 Annual Meeting of Stockholders to be Held on September 2, 2020**

The following Proxy Materials are available to you to review at:
<https://www.cstproxy.com/gauchogroupholdings/2020>

- the Company's Annual Report for the year ended December 31, 2019;
- the Company's 2020 Proxy Statement;
- the Proxy Card; and
- any amendments to the foregoing materials that are required to be furnished to stockholders.

This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you would like to receive a paper or e-mail copy of these documents, you must request one. There is no charge for such documents to be mailed to you. Please make your request for a copy as instructed below on or before August 19, 2020 to facilitate a timely delivery. You may also request that you receive paper copies of all future proxy materials from the Company.

ACCESSING YOUR PROXY MATERIALS ONLINE

Have this notice available when you request a paper copy
of the proxy materials or to vote your proxy electronically. You must
reference your control number.

REQUESTING A PAPER COPY OF THE PROXY MATERIALS

By telephone please call 1-888-221-0691,
or
By logging on to <https://www.cstproxy.com/gauchogroupholdings/2020>
or
By email at: proxy@continentalstock.com

Please include the company name and your control number in the subject line.

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.
Vote by Internet - QUICK & EASY
IMMEDIATE - 24 Hours a Day, 7 Days a Week or by Mail

Gaucho Group Holdings, Inc.

Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 11:59 p.m., Eastern Time, on September 1, 2020.



INTERNET/MOBILE —
www.cstproxyvote.com

Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.



Vote at the Meeting —

If you plan to vote at the virtual Special Meeting, you will need your 12 digit control number. To attend the Special Meeting, please navigate to <https://www.cstproxy.com/gauchogroupholdings/2020>



MAIL — Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

PLEASE DO NOT RETURN THE PROXY CARD IF YOU ARE VOTING ELECTRONICALLY.

• FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED •

PROXY

Please mark your votes like this

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSALS 1, 2, 3, 4 AND 5, AND A VOTE "AGAINST" PROPOSAL 6.

1. Election of Directors
- | | | |
|---|--|--|
| (1) Class I Directors—
Steven A. Moel
Class I Directors—
Reuben Cannon | FOR all
Nominees
listed to the
left
<input type="checkbox"/> | WITHHOLD AUTHORITY
to vote (except as marked to
the contrary for all nominees
listed to the left)
<input type="checkbox"/> |
|---|--|--|

4. To conduct an advisory vote on executive compensation.
- | | | |
|--------------------------|--------------------------|--------------------------|
| FOR | AGAINST | ABSTAIN |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

5. Ratification of Marcum LLP as independent registered public accounting firm for the year ended December 31, 2020.
- | | | |
|--------------------------|--------------------------|--------------------------|
| FOR | AGAINST | ABSTAIN |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

***Instruction: To withhold authority to vote for any individual nominee, strike a line through that nominee's name in the list above).**

2. Approval of amendment to Certificate of Incorporation to increase authorized common stock.
- | | | |
|--------------------------|--------------------------|--------------------------|
| FOR | AGAINST | ABSTAIN |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

6. Approval to immediately commence proceedings to liquidate Company assets.
- | | | |
|--------------------------|--------------------------|--------------------------|
| FOR | AGAINST | ABSTAIN |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

3. Approval of reverse stock split.
- | | | |
|--------------------------|--------------------------|--------------------------|
| FOR | AGAINST | ABSTAIN |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

CONTROL NUMBER

Signature _____ **Signature, if held jointly** _____ **Date** _____, 2020.

Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.

**Important Notice Regarding the Internet Availability
of Proxy Materials for the
Annual Meeting of Stockholders**

**The 2020 Proxy Statement and the 2020 Annual Report
to Stockholders are available at:
<https://www.cstproxy.com/gauchogroupholdings/2020>**

• FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED •

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Gaicho Group Holdings, Inc

The undersigned appoints Scott L. Mathis and Maria I. Echevarria, and each of them, as proxies, each with the power to appoint his substitute, and authorizes each of them to represent and to vote, as designated on the reverse hereof, all of the shares of common stock of Gaicho Group Holdings, Inc. held of record by the undersigned at the close of business on July 14, 2020 at the Annual Meeting of Stockholders of Gaicho Group Holdings, Inc. to be held on Wednesday, September 2, 2020, or at any adjournment thereof.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF ELECTING THE TWO NOMINEES TO THE BOARD OF DIRECTORS, AND IN FAVOR OF PROPOSAL 2, PROPOSAL 3, PROPOSAL 4 AND PROPOSAL 5, AND AGAINST PROPOSAL 6, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSONS NAMED AS PROXY HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

(Continued, and to be marked, dated and signed, on the other side)

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

Vote by Mail or Fax

Gaicho Group Holdings, Inc.

**2020 Annual General Meeting
of Stockholders**

Wednesday, September 2, 2020

**This Proxy is Solicited On Behalf
Of The Board Of Directors**



Attend the Meeting –

If you plan to attend the virtual Special Meeting, you will need your 12 digit control number. To attend the Special Meeting, please navigate to <https://www.cstproxy.com/gaichogroup Holdings/2020>



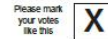
MAIL – Mark, sign and date your proxy card and return it in the postage-paid envelope provided.



FAX – 303-796-2777

• FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED •

PROXY



THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSALS 1, 2, 3, 4 AND 5, AND A VOTE “AGAINST” PROPOSAL 6.

1. Election of Directors
- | | | |
|--|-------------------------------------|---|
| | FOR all Nominees listed to the left | WITHHOLD AUTHORITY to vote (except as marked to the contrary for all nominees listed to the left) |
| (1) Class I Directors—
Steven A. Moel | <input type="checkbox"/> | <input type="checkbox"/> |
| Class I Directors—
Reuben Cannon | <input type="checkbox"/> | <input type="checkbox"/> |

***Instruction: To withhold authority to vote for any individual nominee, strike a line through that nominee’s name in the list above).**

2. Approval of amendment to Certificate of Incorporation to increase authorized common stock.
- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| | FOR | AGAINST | ABSTAIN |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

3. Approval of reverse stock split.
- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| | FOR | AGAINST | ABSTAIN |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

4. To conduct an advisory vote on executive compensation.
- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| | FOR | AGAINST | ABSTAIN |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

5. Ratification of Marcum LLP as independent registered public accounting firm for the year ended December 31, 2020.
- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| | FOR | AGAINST | ABSTAIN |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

6. Approval to immediately commence proceedings to liquidate Company assets.
- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| | FOR | AGAINST | ABSTAIN |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

CONTROL NUMBER

Signature _____ Signature, if held jointly _____ Date _____, 2020.
Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.

**Important Notice Regarding the Internet Availability
of Proxy Materials for the
Annual Meeting of Stockholders**

**The 2020 Proxy Statement and the 2020 Annual Report
to Stockholders are available at:
<https://www.cstproxy.com/gauchogroupholdings/2020>**

• FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED •

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Gaicho Group Holdings, Inc

The undersigned appoints Scott L. Mathis and Maria I. Echevarria, and each of them, as proxies, each with the power to appoint his substitute, and authorizes each of them to represent and to vote, as designated on the reverse hereof, all of the shares of common stock of Gaicho Group Holdings, Inc. held of record by the undersigned at the close of business on July 14, 2020 at the Annual Meeting of Stockholders of Gaicho Group Holdings, Inc. to be held on Wednesday, September 2, 2020, or at any adjournment thereof.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF ELECTING THE TWO NOMINEES TO THE BOARD OF DIRECTORS, AND IN FAVOR OF PROPOSAL 2, PROPOSAL 3, PROPOSAL 4 AND PROPOSAL 5, AND AGAINST PROPOSAL 6, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSONS NAMED AS PROXY HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

(Continued, and to be marked, dated and signed, on the other side)
