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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Gaucha Group Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
State of
Incorporation

52-2158952
IRS Employer
Identification No.

8 Union Square South, Suite 2A
New York, NY 10003
Address of principal executive offices

212-739-7700
Telephone number, including
Area code

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

Title of each class
to be so registered

Common stock, par value \$0.01

Name of each exchange on which
each class is to be registered

The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box. ☐

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. ☐

Securities Act registration statement or Regulation A offering statement file number to which this form relates: Registration No. 333-233586.

Securities to be registered pursuant to Section 12(g) of the Act: None.

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are the common stock of Gaucha Group Holdings, Inc. (the "Company"). The description of the common stock contained in the section entitled "Description of Securities" in the prospectus included in the Company's Registration Statement on Form S-1 (File No. 333-233586), initially filed with the U.S. Securities and Exchange Commission (the "SEC") on August 30, 2019, as amended from time to time (the "Registration Statement"), to which this Form 8-A relates, is incorporated herein by reference. Any prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that is subsequently filed by the Company with the SEC, including the prospectus to be filed by the Company with the SEC pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which will constitute part of the Registration Statement, is also incorporated by reference herein.

SIGNATURE

Pursuant to the requirements of Section 12 the Securities Exchange Act of 1934, the registrant caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, on the 16th day of February 2021.

Gaucha Group Holdings, Inc.

By: /s/ Scott L. Mathis

Scott L. Mathis, President & CEO
