

**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:
January 25, 2022

Gaucha Group Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
State of
Incorporation

001-40075
Commission
File Number

52-2158952
IRS Employer
Identification No.

112 NE 41st Street, Suite 106
Miami, FL 33137
Address of principal executive offices

212-739-7700
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 ☒

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. ☒

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	VINO	The Nasdaq Stock Market LLC

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

Gaucha Group Holdings, Inc. ("the Company") virtually convened its 2022 Special Stockholder Meeting (the "Meeting") on January 25, 2022 at 12:00 p.m. Eastern Time. A quorum was present for the Meeting.

At the Meeting, one proposal was submitted to the stockholders for approval as set forth in the definitive Proxy Statement as filed with the SEC on December 16, 2021. As of the record date, December 8, 2021, a total of 9,882,450 shares of common stock of the Company were issued and a total of 9,879,081 shares of common stock were outstanding and entitled to vote. The holders of record of 3,903,141 shares of common stock were present in person or represented by proxy at said meeting for a total of 3,903,141 votes entitled to vote at the meeting. Such amount represented 39.51% of the shares entitled to vote at such meeting.

At the Meeting, the stockholders approved the proposal submitted. The votes on the proposals were cast as set forth below:

- Proposal No. 1 – To approve for purposes of complying with Nasdaq Listing Rule 5635(d), the issuance of up to 12,164,213 shares of the Company's common stock pursuant to that certain Securities Purchase Agreement dated November 3, 2021, those certain senior secured convertible promissory notes dated November 9, 2021, and that certain Registration Rights Agreement dated November 9, 2021 by and between the Company and certain institutional investors.

Shares FOR	Shares AGAINST	ABSTAIN	Broker Non-Vote
3,732,482	163,040	7,619	0

Item 7.01 Regulation FD Disclosure.

For a recording of the 2022 Special Stockholder's Meeting which includes commentary by the Company's President and CEO, Scott Mathis, please see: <https://www.cstproxy.com/gauchogroupholdings/sm2022>.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 25th day of January, 2022.

Gaicho Group Holdings, Inc.

By: /s/ Scott L. Mathis

Scott L. Mathis, President & CEO