
**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
(Amendment No.)**

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:
-
-

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

Vote by Internet – QUICK *** EASY
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail

Gaucha 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 August 29, 2022.



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 virtually at the Annual Meeting, you will need your 12 digit control number. To virtually attend the Annual Meeting, please navigate to

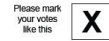
**https://www.cstproxy.com/
gauchogroupholdings/2022**



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

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

1. Election of Directors

(1) Class I Director – **FOR** **WITHHOLD**
Reuben Cannon

(2) Class I Director –
Marc Dumont

4. To approve the issuance of up to 15,000,000 shares of our common stock upon the conversion of promissory notes. **FOR** **AGAINST** **ABSTAIN**

2. To grant the Board of Directors discretion to implement a reverse stock split of the outstanding shares of common stock in a range from one-for-two (1:2) up to one-for-twenty (1:20). **FOR** **AGAINST** **ABSTAIN**

5. To approve the issuance of up to 10,000,000 shares of our common stock pursuant to the Securities Purchase Agreement. **FOR** **AGAINST** **ABSTAIN**

3. Approval of amendment to the 2018 Equity Incentive Plan to increase the number of shares available for award. **FOR** **AGAINST** **ABSTAIN**

6. Ratification of Marcum LLP as independent registered public accounting firm for the year ended December 31, 2022. **FOR** **AGAINST** **ABSTAIN**

CONTROL NUMBER

Signature _____ **Signature, if held jointly** _____ **Date** _____, 2022.

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.

GAUCHO

G R O U P

— HOLDINGS, INC. —

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

The 2022 Proxy Statement and the Annual Report to
Stockholders are available at:
<https://www.cstproxy.com/gauchogroupholdings/2022>

▲ 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 7, 2022 at the Annual Meeting of Stockholders of Gaicho Group Holdings, Inc. to be held on Tuesday, August 30, 2022, 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 NOMINEES TO THE BOARD OF DIRECTORS, AND IN FAVOR OF PROPOSAL 2, PROPOSAL 3, PROPOSAL 4, PROPOSAL 5 AND 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)

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

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

Gaicho Group Holdings, Inc.
112 NE 41st Street
Suite 106
Miami, FL 33137

**NOTICE OF ANNUAL MEETING
OF STOCKHOLDERS**
to be held on
Tuesday, August 30, 2022

*Stockholders are cordially invited to attend the virtual Annual Meeting.
At the meeting, you will need your 12 digit control number to vote electronically.

Dear Stockholder,

The 2022 Annual Meeting of Stockholders of Gaicho Group Holdings, Inc. (the "Company") will be held virtually, on Tuesday, August 30, 2022, at 12:00 PM (Eastern time).

Proposals to be considered at the Annual Meeting:

- (1) To elect two (2) Class I nominees to the board of directors named in this Proxy Statement to hold office for a three-year term.
- (2) To grant the Board of Directors discretion on or before June 30, 2023, to implement a reverse stock split of the outstanding shares of common stock in a range from one-for-two (1:2) up to one-for-twenty (1:20).
- (3) To approve an amendment to the Company's 2018 Equity Incentive Plan to increase the number of shares available for awards under the plan to 25% of our common stock outstanding on a fully diluted basis.
- (4) To approve the issuance of up to 15,000,000 shares of our common stock upon the conversion of convertible promissory notes issued in a private placement.
- (5) To approve the issuance of up to 10,000,000 shares of our common stock pursuant to that certain Securities Purchase Agreement, dated November 3, 2021.
- (6) To ratify and approve the appointment of Marcum LLP as the Company's independent registered accounting firm for the year ended December 31, 2022.

Additionally, to address such other matters as may properly come before the 2022 Annual Meeting or any adjournment or postponement thereof.

The Board of Directors recommends a vote "FOR" the nominees under Proposal 1, and "FOR" Proposals 2, 3, 4, 5 and 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 during the Meeting –

If you plan to attend the Annual Meeting, you will need your 12 digit control number to vote electronically during the Annual Meeting. To attend the Annual Meeting, visit:
<https://www.cstproxy.com/gaichogroupholdings/2022>



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.

The Proxy Materials are available for review at:
<https://www.cstproxy.com/gaichogroupholdings/2022>

CONTROL NUMBER

Gaicho Group Holdings, Inc.
112 NE 41st Street
Suite 106
Miami, FL 33137

**Important Notice Regarding the Availability of Proxy Materials For the
2022 Annual Meeting of Stockholders to be Held on August 30, 2022**

The following Proxy Materials are available to you to review at:
<https://www.cstproxy.com/gauchogroupholdings/2022>

- the Company's Annual Report for the year ended December 31, 2021 as amended;
- the Company's Proxy Statement;
- the Company's Quarterly Report for the quarter ended March 31, 2022;
- 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 16, 2022 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 1-888-266-6791, or
By logging on to <https://www.cstproxy.com/gauchogroupholdings/2022>
or
By email at: proxy@continentalstock.com
*Please include the company name and your control number in the subject line.***
