

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>MATHIS SCOTT L</u>  (Last) (First) (Middle) 1445 16TH STREET, SUITE 403  (Street) MIAMI BEACH, FL 33139  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Gaucha Group Holdings, Inc. [ VINO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, CEO, Chair. & Dir.
	3. Date of Earliest Transaction (Month/Day/Year) 09/18/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock <sup>(1)</sup>	09/18/2022		A		128,999	A	\$0.625	1,962,460	D		
Common Stock								22,867	I	See footnote <sup>(2)</sup>	
Common Stock								1,283,423	I	See footnote <sup>(3)</sup>	
Common Stock								251,829	I	See footnote <sup>(4)</sup>	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Unit	\$0.625	09/18/2022		J			128,999	(5)	12/18/2023	Common Stock 128,999	\$0.625	128,998	D	
Stock Option	\$5.78							(6)	07/08/2024	Common Stock 147,326		147,326	D	
Stock Option	\$5.78							(7)	01/31/2024	Common Stock 30,000		30,000	D	
Stock Option	\$8.09							(8)	09/20/2023	Common Stock 48,334		48,334	D	
Stock Option	\$11.55							(9)	02/14/2023	Common Stock 66,667		66,667	D	
Stock Option	\$16.5							(10)	12/17/2022	Common Stock 20,000		20,000	D	

**Explanation of Responses:**

- Acquired upon vesting of restricted stock units issued in connection with the conversion of outstanding options of Gaucha Group, Inc.
- Shares held by Mr. Mathis' 401(k) account.
- Shares issued in connection with land purchase to Hollywood Burger Holdings, Inc., of which Mr. Mathis is President and CEO and a controlling owner.
- Shares held by The WOW Group, LLC, of which Mr. Mathis is a managing member and of which Mr. Mathis is a controlling member.
- Restricted stock units issued pursuant to Gaucha's 2018 Equity Incentive Plan; 128,999 shares vested on 9/18/22; remainder vest on 12/18/22.
- Stock options granted pursuant to 2018 Equity Incentive Plan; options to acquire 36,832 shares vest on 7/8/20; thereafter options to acquire 9,208 shares vest every three months in equal installments.
- Stock options granted pursuant to 2018 Equity Incentive Plan; options to acquire 7,500 shares vest on 1/31/20; thereafter options to acquire 1,875 shares vest every three months in equal installments.
- Stock options granted pursuant to 2018 Equity Incentive Plan; options to acquire 12,084 shares vest on 9/20/19; thereafter options to acquire 3,021 shares vest every three months in equal installments with the last installment of 3,020 vesting on 9/20/22.
- Stock options granted pursuant to 2016 Equity Incentive Plan; options to acquire 16,667 shares vest on 2/14/19; thereafter options to acquire 4,167 shares vest every three months.
- Stock options granted pursuant to 2016 Equity Incentive Plan; options to acquire 5,000 shares vest on 12/17/18; thereafter options to acquire 1,250 shares vest every three months.

/s/ Scott L. Mathis

10/31/2022

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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