

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

FORM 12b-25

NOTIFICATION OF LATE FILING

OMB APPROVAL OMB Number: 3235-0058 Expires: April 30, 2025 Estimated average burden hours per response2.50

SEC FILE NUMBER

CUSIP NUMBER

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-CEN Form N-CSR

- For Period Ended: September 30, 2022
- Transition Report on Form 10-K
 - Transition Report on Form 20-F
 - Transition Report on Form 11-K
 - Transition Report on Form 10-Q

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Gacho Group Holdings, Inc.

Full Name of Registrant

Gacho Group Holdings, Inc.

Former Name if Applicable

112 NE 41st Street, Suite 106

Address of Principal Executive Office (Street and Number)

Miami, FL 33137

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Gacho Group Holdings, Inc. (the "Company") has determined that it is unable to file its Quarterly Report on Form 10-Q for the period ended September 30, 2022 by November 14, 2022, the due date for such filing because the Company's consolidated interim financial statements for the period ended September 30, 2022 have not been finalized, due to researching the impact, if any, of a letter received from the Securities and Exchange Commission dated November 9, 2022.

As a result, the Company cannot, without unreasonable effort or expense, file its Form 10-Q on or prior to the original due date. The Company anticipates that it will be able to file the Form 10-Q within the extension period provided pursuant to Rule 12b-25.

PART IV — OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Scott L. Mathis 212 739-7650
(Name) (Area Code) (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes NO

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes NO

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Net loss is expected to be between \$4.5 and \$5.0 million for the three months ended September 30, 2022 as compared to net income of \$0.9 million for the three months ended September 30, 2021. The most significant factors contributing to the variance include (a) \$3.0 million of non-cash expense during the three months ended September 30, 2022 associated with the induced conversion of certain convertible notes into equity; and (b) \$2.5 million of lot sale revenues during the three months ended September 30, 2021.

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Gauche Group Holdings, Inc.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 15, 2022

By: /s/ Scott L. Mathis

Scott L. Mathis, President & CEO

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

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