

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

FORM 8-K/A

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report:
December 19, 2022

Gacho 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 3.02 Unregistered Sales of Equity Securities.

This Current Report on Form 8-K/A of Gaicho Group Holdings, Inc. (the “Company”) amends the Company’s Current Report on Form 8-K dated December 19, 2022 and filed with the Securities and Exchange Commission on December 23, 2022 (the “Original Filing”) to correct the total amount of principal and interest of the convertible promissory notes that converted on December 19, 2022.

The Original Filing stated that the Company converted promissory notes representing a total of \$1,484,000 of principal and \$13,710 of interest into 624,084 units consisting of one share of common stock and one warrant to purchase one share of common stock at a conversion price of \$2.40 per unit. The correct amount of the notes converted was \$1,431,500 of principal and \$13,817 of interest converted into 602,255 units (consisting of 602,255 shares of common stock and warrants to purchase 602,225 shares of common stock of the Company).

Except as described herein, no other changes have been made to our Current Report on Form 8-K filed on December 23, 2022.

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 15th day of February 2023.

Gauche Group Holdings, Inc.

By: /s/ Scott L. Mathis
Scott L. Mathis, President & CEO
