

**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:
June 7, 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 3.02 Unregistered Sales of Equity Securities

This Current Report on Form 8-K/A of Gaucha Group Holdings, Inc. (the "Company") amends the Company's Current Report on Form 8-K dated June 7, 2022 and filed with the Securities and Exchange Commission on June 17, 2022 (the "Original Filing") to correct certain Form 8-K items under which certain events were disclosed.

The Original Filing announced, under Item 3.02 Unregistered Sales of Equity Securities, the issuance of 650,562 shares at \$0.807 per share to the non-executive directors of the Company as compensation for service as members of the Board of Directors of the Company for 2021 and the first half of 2022, however, disclosure under Item 3.02 was not required because the common stock issued, in the aggregate since the Company's last report filed under Item 3.02, constituted less than 5% of the number of outstanding shares of common stock of the Company. Disclosure of the issuance of 650,562 shares of common stock upon the vesting of restricted stock units is removed from Item 3.02 and now disclosed under Item 8.01 Other Events.

Item 8.01 Other Events.

On June 7, 2022, Gaucha Group Holdings, Inc. (the "Company"), issued a total of 650,562 shares at \$0.807 per share to the non-executive directors of the Company as compensation for service as members of the Board of Directors of the Company for 2021 and the first half of 2022. For this sale of securities, no general solicitation was used, no commissions were paid, all persons were accredited investors, and the Company relied on the exemption from registration available under Section 4(a)(2) and/or Rule 506(b) of Regulation D promulgated under the Securities Act with respect to transactions by an issuer not involving any public offering. A Form D will be filed with the SEC within 15 days of the issuance of the shares.

Except as described herein, no other changes have been made to our Current Report on Form 8-K filed on June 17, 2022.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

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 3rd day of April 2023.

Gaucha Group Holdings, Inc.

By: /s/ Scott L. Mathis

Scott L. Mathis, President & CEO
