
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:
-
-

**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

G R O U P

HOLDINGS, INC.

c/o Continental Proxy Services

1 State Street, New York NY 10004

Gaucha Group Holdings, Inc.

112 NE 41st Street

Suite 106

Miami, FL 33137

**NOTICE OF ANNUAL MEETING
OF STOCKHOLDERS**

to be held on

Thursday, August 24, 2023

*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 2023 Annual Meeting of Stockholders of Gaucha Group Holdings, Inc. (the "Company") will be held virtually on Thursday, August 24, 2023, at 12:00 PM (Eastern time).

Proposal to be considered at the Annual Meeting:

- (1) To elect two (2) Class III nominees named in this Proxy Statement to the board of directors to hold office for a three-year term;
- (2) To grant the Board of Directors discretion (if necessary to maintain listing of the Company's common stock on a national exchange) on or before June 30, 2024, 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-ten (1:10), or anywhere between (the "Reverse Stock Split"), while maintaining the number of authorized shares of common stock required for Nasdaq listing which is 150,000,000 shares;
- (3) To conduct an advisory vote on executive compensation;
- (4) To conduct an advisory vote on the frequency of advisory votes on executive compensation; and
- (5) To ratify and approve the appointment of Marcum LLP, as the Company's independent registered accounting firm for the year ended December 31, 2023.

Additionally, to address such other matters as may properly come before the 2023 Annual Meeting or any adjournment or postponement thereof.

The Board of Directors recommends a vote "for" Proposals 1, 2, 3, and 5, and "Three Years" for Proposal 4.

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/gauchogroupholdings/2023>



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/gauchogroupholdings/2023>

CONTROL NUMBER

--

Gaucha Group Holdings, Inc.

112 NE 41st Street, Suite 106

Miami, FL 33137

Important Notice Regarding the Availability of Proxy Materials For the 2023 Annual Meeting of Stockholders to be Held on August 24, 2023

The following Proxy Materials are available to you to review at:

<https://www.cstproxy.com/gauchogroupholdings/2023>

- the Company's Annual Report for the year ended December 31, 2022;
- the Company's 2023 Annual Meeting Proxy Statement;
- the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2023;
- 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 10, 2023 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 1-888-221-0691, or

By logging on to

<https://www.cstproxy.com/gauchogroupholdings/2023>

or

By email at: **proxy@continentalstock.com**

Please include the company name and your control number in the subject line.
