

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

**FORM 8-K**

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

Date of Report:  
August 24, 2023

**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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

See Item 5.07 for further information regarding the election of directors at the annual stockholders' meeting of Gaucho Group Holdings, Inc. (the "Company") held on August 24, 2023.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Company convened its 2023 Annual Stockholder Meeting (the "Meeting") virtually on August 24, 2023 at 12:00 p.m. Eastern Time. A quorum was present for the Meeting.

At the Meeting, five proposals were submitted to the stockholders for approval as set forth in the definitive 2023 Proxy Statement as filed with the SEC on July 10, 2023. As of the record date, June 30, 2023, a total of 6,809,348 shares of common stock of the Company were issued and a total of 6,809,067 shares of common stock were outstanding and entitled to vote. The holders of record of 4,098,293 shares of common stock were present in person or represented by proxy at said meeting for a total of 4,098,293 votes represented at the meeting. Such amount represented 60.189% of the shares entitled to vote at such meeting.

At the Meeting, the stockholders approved all six proposals submitted. The votes on the proposals were cast as set forth below:

1. Proposal No. 1 – Election of directors. The stockholders elected the director nominees presented to the stockholders – Scott L. Mathis and William Allen – to serve a three-year term as Class III directors until their successors are elected and qualified.

<b>Name</b>	<b>Shares FOR</b>	<b>WITHHOLD Authority To Vote</b>	<b>Broker Non-Vote</b>
Class III Director — Scott L. Mathis	2,583,442	55,348	1,459,503
Class III Director — William Allen	2,596,061	42,729	1,459,503

2. Proposal No. 2 – Reverse Stock Split. The stockholders approved the grant to the Board of Directors of discretion on or before June 30, 2024, to implement a reverse stock split of the outstanding shares of common stock in a range of one-for-two (1:2) up to one-for-ten (1:10).

<b>Shares FOR</b>	<b>Shares AGAINST</b>	<b>ABSTAIN</b>
3,533,220	544,054	21,019

3. Proposal No. 3 – Advisory Vote on Executive Compensation. The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers.

<b>Shares FOR</b>	<b>Shares AGAINST</b>	<b>ABSTAIN</b>	<b>Broker Non-Vote</b>
2,327,076	264,969	46,745	1,459,503

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4. Proposal No. 4 – Issuance of Shares upon Conversion of Private Placement Notes. The stockholders approved the issuance of up to 15,000,000 shares of our common stock upon the conversion of convertible promissory notes issued in a private placement.

<b>Shares for THREE Years</b>	<b>Shares for TWO Years</b>	<b>Shares For ONE Year</b>	<b>ABSTAIN</b>	<b>Broker Non-Vote</b>
2,008,789	208,016	402,631	19,354	1,459,503

5. Proposal No. 5 – Approval of Auditor. The stockholders ratified and approved Marcum, LLP as the Company’s independent registered accounting firm for the year ended December 31, 2022.

<b>Shares FOR</b>	<b>Shares AGAINST</b>	<b>ABSTAIN</b>
3,897,855	54,617	145,821

**Item 7.01 Regulation FD Disclosure.**

For a recording of the 2023 Annual Stockholder’s Meeting which includes commentary by the Company’s President and CEO, Scott Mathis, please see: <https://www.cstproxy.com/gauchogroupholdings/2023>.

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**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 25th day of August, 2023.

**Gacho Group Holdings, Inc.**

By: */s/ Scott L. Mathis*

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Scott L. Mathis, President & CEO

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