

**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:  
September 15, 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 3.02 Unregistered Sales of Equity Securities.**

On September 15, 2023, Gacho Group Holdings, Inc. (the "Company"), raised a total of \$405,000 through the private placement of units at \$0.45 per unit, each unit equal to 1 share of common stock and 1/5 of a warrant (the "Units"), not including warrant exercise (the "Offering"). A total of 900,000 shares of common stock and warrants to purchase 180,000 shares of common stock were issued. Each whole warrant is exercisable at \$0.45 for two years from the date of issuance. The Company previously reported the Offering pursuant to Rule 135c of the Securities Act of 1933, as amended (the "Securities Act") in our Current Report on Form 8-K as filed with the Securities and Exchange Commission (the "SEC") on August 11, 2023.

For this sale of securities, no general solicitation was used, no commissions were paid, all persons were accredited investors and have a substantial pre-existing relationship with the Company, 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. The Company will file a Form D with the SEC within 15 days of issuance of the Units.

**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 18th day of September 2023.

**Gauche Group Holdings, Inc.**

By: */s/ Scott L. Mathis*

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Scott L. Mathis, President & CEO

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