

**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 26, 2023**

**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.**

As previously reported in our Current Report on Form 8-K as filed with the Securities and Exchange Commission on February 21, 2023, on February 21, 2023, the Company entered into a Securities Purchase Agreement (the "Purchase Agreement") with an institutional investor, pursuant to which the Company agreed to sell to the investor a series of 7% senior secured convertible notes of the Company in the aggregate original principal amount of \$5,617,978 (the "Notes"), and a series of common stock purchase warrants of the Company.

On September 26, 2023, at the election of the investor, a total of \$73,141 of principal, \$5,120 of interest, \$11,739 of premium, and \$19,467 of cash true up was converted into 33,334 shares of common stock of the Company at a conversion price of \$2.70 per share.

On September 27, 2023, at the election of the investor, a total of \$292,564 of principal, \$20,479 of interest, \$46,957 of premium, and \$132,749 of cash true up was converted into 133,336 shares of common stock of the Company at a conversion price of \$2.70 per share.

For these sales of securities, there was no general solicitation and no commissions paid, all purchasers were accredited investors, and the Company is relying 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 was filed with the Securities and Exchange Commission ("SEC") on March 3, 2023.

On September 29, 2023, pursuant to the Common Stock Purchase Agreement with Tumim Capital dated November 8, 2022, the Company requested a draw-down and issued shares of common stock and received gross proceeds as follows: 29,364 shares of common stock to Tumim for gross proceeds of \$52,988. No general solicitation was used, and a commission of 8% of the total gross proceeds was paid to Benchmark Investments, Inc. pursuant to the Underwriting Agreement between the Company and Kingswood Capital Markets, a division of Benchmark Investments, Inc., f/k/a EF Hutton, dated February 16, 2021. The Company relied on the exemptions from registration available under

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

104      Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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 2nd day of October 2023.

**Gaucha Group Holdings, Inc.**

By: /s/ Scott L. Mathis

Scott L. Mathis, President & CEO

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