

**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:
October 4, 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 on our Current Report on Form 8-K filed on February 21, 2023, Gaucho Group Holdings, Inc. (the “Company,” “we,” “us” or “our”), and an institutional investor (the “Holder”) entered into that certain Securities Purchase Agreement, dated as of February 21, 2023 (the “Securities Purchase Agreement”) and the Company issued to the Holder a senior secured convertible note, as amended (the “Note”) and warrant to purchase 3,377,099 shares of common stock of the Company (the “Warrant” and together with the Securities Purchase Agreement and the Note, the “Note Documents”). For the full description of the Note Documents, please refer to our Current Report on Form 8-K and the exhibits attached thereto as filed with the SEC on February 21, 2023.

On October 4, 2023, the investor elected to convert a total of \$2,063,816 of principal, \$136,444 of interest, \$330,039 of premium, and \$1,016,228 of cash true up pursuant to the Note into 937,157 shares of common stock of the Company at a conversion price of \$2.70 per share.

On October 5, 2023, the investor elected to convert a total of \$210,732 of principal and \$31,610 of premium pursuant to the Note into 150,000 shares of common stock of the Company at a conversion price of \$1.62 per share.

On October 9, 2023, the investor elected to convert a total of \$73,046 of principal and \$12,600 of premium pursuant to the Note into 95,000 shares of common stock of the Company at a conversion price of \$0.88 per share.

The shares of common stock that have been and may be issued under the Note Documents are being offered and sold in a transaction exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”), in reliance on Section 4(a)(2) thereof and/or Rule 506(b) of Regulation D thereunder. The Company filed a Form D with the SEC on or about March 3, 2023.

Also, on October 5, 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: 39,000 shares of common stock to Tumim for gross proceeds of \$76,449. 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 Section 4(a)(2) and/or Rule 506(b) of Regulation D of the Securities Act, in connection with the sales. A Form D was filed with the SEC on November 21, 2022.

Item 8.01 Other Events.

On October 10, 2023, the Company made a press release announcing the conversion of select vineyards to organic cultivation. The full text of the press release is furnished hereto as Exhibit 99.1 and incorporated herein by reference.

Also on October 10, 2023, the Company posted an article on its website. The full text of the article is furnished hereto as Exhibit 99.2 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1	Press release dated October 10, 2023
99.2	Article dated October 10, 2023
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 10th day of October 2023.

Gaucho Group Holdings, Inc.

By: /s/ Scott L. Mathis

Scott L. Mathis, President & CEO

SUSTAINABILITY MEETS LUXURY: GAUCHO HOLDINGS BEGINS PROCESS TO CONVERT SELECT VINEYARDS IN ITS PORTFOLIO TO ORGANIC CULTIVATION

Gacho's Algodon Wine Estates Embarks on Organic Journey, Amplifying Wine Excellence and Stockholder Value

MIAMI, FL / October 10, 2023 / Gacho Group Holdings, Inc. (NASDAQ:VINO), a company that includes a growing collection of e-commerce platforms with a concentration on fine wines, luxury real estate, and leather goods and accessories (the "Company" or "Gacho Holdings"), announced today its journey towards organic cultivation for select sections of its renowned Pinot Noir and Cabernet Sauvignon vineyards. Anticipated to unfold over 24 to 36 months, this shift represents a pivotal move in the Company's commitment to sustainability and eco-friendly methods. By including premium organic products from its expansive 4,138-acre residential vineyard estate, the Company aims to draw a broader global clientele to its real estate offerings, thereby enhancing stockholder value.

The decision to adopt organic cultivation reflects Gacho Holdings' pursuit of excellence and innovation. By transitioning to organic vineyard practices for some of its wines, the Company believes it stands to gain several key advantages: Recognizing the increasing demand for organic wines among health-conscious and environmentally aware consumers, the move can expand the company's market reach to this growing demographic. Moreover, the organic label typically allows for premium pricing, presenting an opportunity to enhance profitability with each export and domestic sale. While Algodon Wine Estates has long practiced eco-friendly cultivation, the pursuit of an official organic certification underlines the company's commitment to sustainable operations and transparency.

This transition to organic practices is a strategic step in Gacho Holdings' long-term vision for growth. In the near future, the company plans further develop the organic garden supporting Algodon Wine Estates' Argentine farm-to-table restaurant, Chez Gaston. Alongside this, the estate is undertaking infrastructure enhancements, such as the implementation of new water wells, with the aim of bolstering water self-reliance. These endeavors are part of a broader initiative to adopt sustainable practices, all with an eye towards enhancing stockholder value.

"Algodon Wine Estates has always taken pride in its eco-friendly approach to winemaking. This strategic shift towards organic cultivation underscores our dedication to offering exceptional products while staying attuned to market trends and the evolving preferences of our valued consumers," said Scott Mathis, Founder, Chief Executive Officer, and Chairman of the Board of Directors of Gacho Group Holdings, Inc. "Argentina, often overlooked in the global investment landscape, is a land brimming with untapped potential. Our contrarian vision recognizes the opportunities this vibrant nation presents. Gacho Holdings stands out as one of the few US companies diving deep into Argentina's offerings. We're not just here for the moment; we have a slew of initiatives lined up, each designed to further enhance value for our stockholders. Argentina's great potential, combined with our vision, sets the stage for what we believe can be a very exciting trajectory."

Gacho Holdings invites its stockholders and wine enthusiasts worldwide to stay tuned for more updates on this exciting journey towards organic certification and the continued evolution of its prestigious wine portfolio.

About Gacho Group Holdings, Inc.

For more than ten years, Gacho Group Holdings, Inc.'s (gauchoholdings.com) mission has been to source and develop opportunities in Argentina's undervalued luxury real estate and consumer marketplace. Our company has positioned itself to take advantage of the continued and fast growth of global e-commerce across multiple market sectors, with the goal of becoming a leader in diversified luxury goods and experiences in sought after lifestyle industries and retail landscapes. With a concentration on fine wines (algodonfinewines.com & algodonwines.com.ar), hospitality (algodonhotels.com), and luxury real estate (algodonwineestates.com) associated with our proprietary Algodon brand, as well as the leather goods, ready-to-wear and accessories of the fashion brand Gacho – Buenos Aires® (gacho.com), these are the luxury brands in which Argentina finds its contemporary expression.

Cautionary Note Regarding Forward-Looking Statements

The information discussed in this press release includes "forward looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical facts, included herein concerning, among other things, changes to exchange rates and their impact on the Company, planned capital expenditures, future cash flows and borrowings, pursuit of potential acquisition opportunities, our financial position, business strategy and other plans and objectives for future operations, are forward looking statements. Although we believe that the expectations reflected in these forward-looking statements are reasonable, they do involve certain assumptions, risks and uncertainties and are not (and should not be considered to be) guarantees of future performance. Refer to our risk factors set forth in our reports filed on Edgar. The Company disclaims any obligation to update any forward-looking statement made here.

Gaucha Group Holdings, Inc.: The Case for Investing in Argentina

A Glimpse into Argentina's Economic Potential

Despite often finding itself amidst negative headlines, Argentina's stock market stands tall, representing one of the globe's best performers. This not only defies the general skepticism surrounding the country but also underscores the immense confidence international investors place in Argentina's prospective growth.

A Contrarian Investment Strategy: Diversify with Argentinean Assets

The present socio-economic atmosphere in regions like the US and EU calls for innovative financial strategies. At Gaucha Holdings, we champion the idea of contrarian investments. Specifically, we urge investors to step beyond the traditional realm of USD-based assets. One of the notable sectors we're bullish about? Land in Argentina.

Land prices in Argentina, currently at an accessible rate, present an enticing proposition. We're of the firm conviction that such attractive valuations might not linger for long. The underlying value of Argentinean land and real estate assets, teeming with potential for noteworthy growth and appreciation, is something astute investors shouldn't overlook.

Political Winds of Change: Argentina's Upcoming Elections

A pivotal transition is imminent in Argentina with the presidential elections just around the corner. Gaucha Holdings is optimistic about this political shift. We anticipate that the administration set to take office in 2024 will usher in a wave of economic reforms, fostering a business-friendly environment and strengthening bonds with the global financial diaspora. This can rejuvenate investor trust and pull in billions in fresh financing.

The Doug Casey Perspective: A New Dawn for Argentina

Doug Casey, a recognized authority in offshore investing, recently [shared an intriguing take on Argentina's potential future](#). He remarked, "It could be the most dramatic thing that's happened politically since at least World War II. Anywhere. Why? Because he's an AnCap libertarian who'd like to abolish the State—or come as close as possible. If he's elected in October, he'll make every move possible to eliminate—not just reduce—as many government departments as possible as quickly as possible. And most people seem oblivious to it."

Gaucha Holdings echoes Casey's sentiments. We believe we're on the brink of a transformative era that might very well redefine Argentina's economic trajectory. It's an opportune moment that promises lucrative rewards for those who invest judiciously.

Investment decisions should always be made with careful consideration of individual financial circumstances, goals, and risk tolerance. Always consult with a financial advisor before making investment decisions.

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