
**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 Common Shares.**

GAUCHO
GROUP
HOLDINGS, INC.
c/o Continental Proxy Services
1 State Street, New York NY 10004

GaUCHo Group Holdings, Inc.
112 NE 41st Street
Suite 106
Miami, FL 33137

**NOTICE OF SPECIAL MEETING
OF STOCKHOLDERS
to be held on
Thursday, December 28, 2023**

*Stockholders are cordially invited to attend the virtual Special Meeting.
At the meeting, you will need your 12-digit control number to vote electronically.

Dear Stockholder,

The 2023 Special Meeting of Stockholders of GaUCHo Group Holdings, Inc. (the "Company") will be held virtually on Thursday, December 28, 2023, at 12:00 PM (Eastern time).

Proposals to be considered at the Special Meeting:

- (1) To approve the full issuance of shares of our common stock pursuant to that certain Common Stock Purchase Agreement, dated November 8, 2022 and that certain Registration Rights Agreement, dated November 8, 2022 entered into in connection with an equity line of credit with Tumim Stone Capital LLC, without giving effect to the 19.99% cap provided under Nasdaq Listing Rule 5635(d).
- (2) To grant the Board of Directors discretion (if necessary to maintain a listing of the Company's common stock on the Nasdaq Capital Market) on or before June 30, 2024, to amend the Company's Certificate of Incorporation 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, while maintaining the number of authorized shares of common stock required for Nasdaq listing which is 150,000,000 shares.
- (3) To approve for purposes of complying with Nasdaq Listing Rule 5635(d), the full issuance of shares of our common stock to be issued in a private placement of common stock for gross proceeds of up to \$7.2 million pursuant to Rule 506(b) of the Securities Act of 1933, as amended, without giving effect to the 19.99% cap provided under Rule 5635(d).

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

The Board of Directors recommends a vote "FOR" Proposals 1, 2, and 3.

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 online special meeting virtually, you will need your 12 digit control number to vote electronically at the Special Meeting. To attend
<https://www.cstproxy.com/gauchogroupholdings/sms2023>



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/sms2023>

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 Special Meeting of Stockholders to be Held on December 28, 2023**

The following Proxy Materials are available to you to review at:
<https://www.cstproxy.com/gauchogroupholdings/sms2023>

- the Company's Annual Report for the year ended December 31, 2022;
- the Company's 2023 Special Meeting Proxy Statement;
- the Company's Quarterly Report for the quarter ended June 30, 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 December 14, 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/sms2023>

or

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

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

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

Vote by Internet – QUICK ★★ ★ EASY
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail



Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 11:59 p.m., Eastern Time, on December 27, 2023.



INTERNET/MOBILE –

www.cstproxyvote.com

Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.



VOTE AT THE MEETING –

If you plan to vote virtually at the Special Meeting, you will need your 12-digit control number. To virtually attend the Special Meeting, please navigate to **<https://www.cstproxy.com/gauchogroupholdings/sms2023>**



MAIL – Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

**PLEASE DO NOT RETURN THE PROXY CARD
IF YOU ARE VOTING ELECTRONICALLY.**

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

PROXY

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSALS 1, 2, and 3.

Please mark
your votes
like this



1. To approve the full issuance of shares of our common stock pursuant to that certain Common Stock Purchase Agreement, dated November 8, 2022 and that certain Registration Rights Agreement, dated November 8, 2022 entered into in connection with an equity line of credit with Tumim Stone Capital LLC, without giving effect to the 19.99% cap provided under Nasdaq Listing Rule 5635(d).

FOR ☐ AGAINST ☐ ABSTAIN ☐

3. To approve for purposes of complying with Nasdaq Listing Rule 5635(d), the full issuance of shares of our common stock to be issued in a private placement of common stock for gross proceeds of up to \$7.2 million pursuant to Rule 506(b) of the Securities Act of 1933, as amended, without giving effect to the 19.99% cap provided under Rule 5635(d).

FOR ☐ AGAINST ☐ ABSTAIN ☐

2. To grant the Board of Directors discretion (if necessary to maintain a listing of the Company's common stock on the Nasdaq Capital Market) on or before June 30, 2024, to amend the Company's Certificate of Incorporation 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, while maintaining the number of authorized shares of common stock required for Nasdaq listing which is 150,000,000 shares.

FOR ☐ AGAINST ☐ ABSTAIN ☐

CONTROL NUMBER

Signature _____

Signature, if held jointly _____

Date _____, 2023

Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.



**Important Notice Regarding the Internet Availability of
Proxy Materials for the
Special Meeting of Stockholders**

**The 2023 Special Meeting Proxy Statement and the
Annual Report to Stockholders are available at:
<https://www.cstproxy.com/gauchogroupholdings/sms2023>**

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Gaucho Group Holdings, Inc.

The undersigned appoints Scott L. Mathis and Maria I. Echevarria, and each of them, as proxies, each with the power to appoint his substitute, and authorizes each of them to represent and to vote, as designated on the reverse hereof, all of the shares of common stock of Gaucho Group Holdings, Inc. held of record by the undersigned at the close of business on November 3, 2023 at the Special Meeting of Stockholders of Gaucho Group Holdings, Inc. to be held on Thursday, December 28, 2023, or at any adjournment or postponement thereof.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF PROPOSALS 1, 2, AND 3, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSONS NAMED AS PROXY HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE SPECIAL MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

(Continued, and to be marked, dated and signed, on the other side)
