

**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:
November 28, 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 28, 2023, Gaucha Group Holdings, Inc. (the "Company") sent correspondence to the Nasdaq Stock Market LLC announcing its intention to effect a reverse stock split, if necessary to regain compliance with Nasdaq's minimum bid price requirement, pending stockholder approval on December 28, 2023. The full text of the correspondence is furnished hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Letter to Nasdaq regarding minimum bid price requirement dated November 28, 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 28th day of November 2023.

Gaucho Group Holdings, Inc.

By: /s/ Scott L. Mathis

Scott L. Mathis, President & CEO



From the Desk of Scott Mathis

Direct: 212.739.7650

Fax: 212.655.0140

smathis@gauchoholdings.com

November 28, 2023

Via email: Wayne.Bush@nasdaq.com

Nasdaq Stock Market
 Listing Qualifications Department
 Attn: W. Wayne Bush, CFA, Director

Re: Gaucho Group Holdings, Inc. (the "Company")
 Nasdaq Security: Common Stock
 Nasdaq Symbol: VINO

Dear Mr. Bush:

On June 1, 2023, Gaucho Group Holdings, Inc. (the "Company," "we," "us" or "our"), received a deficiency letter from the Listing Qualifications Department (the "Staff") of the Nasdaq Stock Market ("Nasdaq") notifying the Company that, for the preceding 30 consecutive business days, the closing bid price for the Company's common stock (the "Common Stock") was trading below the minimum \$1.00 per share requirement for continued inclusion on The Nasdaq Capital Market pursuant to Nasdaq Listing Rule 5450(a)(1) (the "Bid Price Requirement"). This letter is to provide the Staff written notice of its intention to cure the deficiency during the additional 180 calendar day compliance period, which compliance could be achieved by effecting a reverse stock split, if necessary.

We believe that the Company meets the continued listing requirement for market value of publicly held shares and all other initial listing standards pursuant to the Equity Standard for The Nasdaq Capital Market, with the exception of the Bid Price Requirement.

The Company has a Special Meeting of the Stockholders set for December 28, 2023 at which the stockholders, among other items, will be asked to vote to grant the Board of Directors of the Company the 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 (the "Reverse Stock Split").

If the stockholders grant the Board of Directors the discretion to implement the Reverse Stock Split, the Board of Directors can then determine a ratio and implement the same as soon as possible thereafter that will allow the Company to meet the continued listing requirement for market value of publicly held shares (at least \$1 million) and all other initial listing standards pursuant to the Equity Standard for The Nasdaq Capital Market.

gaucho group holdings, Inc. group (nasdaq:vino)
 112 NE 41ST STREET, SUITE 106, MIAMI, FL 33137
 (main) 212.739.7700 (fax) 212.655.0140 | www.gauchoholdings.com

November 28, 2023
 Mr. Wayne Bush

There can be no assurance that the Company will regain compliance or otherwise maintain compliance with any of the other listing requirements. Nonetheless, it is the Company's intention to regain compliance with the Bid Price Requirement through effecting a Reverse Stock Split if necessary.

Sincerely,

By: _____
 Scott L. Mathis, President & CEO