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**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:
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**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

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

**NOTICE OF POSTPONED SPECIAL  
MEETING OF STOCKHOLDERS**  
to be held on  
Thursday, February 29, 2024

\*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 Special Meeting of Stockholders of Gaicho Group Holdings, Inc. (the "Company"), originally scheduled to be held December 28, 2023, will be held virtually on Thursday, February 29, 2024, 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).
- (4) To approve for purposes of complying with Nasdaq Listing Rule 5635(d), the full issuance and exercise of shares of our common stock to be issued pursuant to that certain Securities Purchase Agreement, dated February 21, 2023 (the "Purchase Agreement"), that certain senior secured convertible promissory note dated February 21, 2023 (the "Note"), that certain common stock purchase warrant dated February 21, 2023 (the "Warrants"), and that certain Registration Rights Agreement, dated February 21, 2023 (the "Registration Rights Agreement") by and between the Company and an institutional investor.

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

The Board of Directors recommends a vote "FOR" Proposals 1, 2, 3, and 4.

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/sm2024>



**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.

CONTROL NUMBER

The Proxy Materials are available for review at:  
<https://www.cstproxy.com/gauchogroupholdings/sm2024>

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

**Important Notice Regarding the Availability of Proxy Materials For the  
Special Meeting of Stockholders to be Held on February 29, 2024**

The following Proxy Materials are available to you to review at:  
<https://www.cstproxy.com/gauchogroupholdings/sm2024>

- the Company's Annual Report for the year ended December 31, 2022;
- the Company's Special Meeting Proxy Statement;
- the Company's Quarterly Report for the quarter ended September 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 February 15, 2024 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/sm2024>

or

By email at: [proxy@continentalstock.com](mailto:proxy@continentalstock.com)

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

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