

**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:
February 6, 2024

Gacho 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 November 27, 2023, Gacho Group Holdings, Inc. (the "Company") commenced a private placement of shares of common stock for gross proceeds of up to \$4,000,000 at a price per share which equals the Nasdaq Rule 5653(d) Minimum Price definition, but in no event at a price per share lower than \$0.60 (the "Private Placement").

On February 6, 2024, pursuant to the Private Placement, the Company issued a total of 50,000 shares of common stock for gross proceeds of \$30,000 at \$0.60 per share.

Please refer to our Current Report on Form 8-K filed on January 5, 2024 for additional information.

The Private Placement is conducted pursuant to Section 4(a)(2) of the Securities Act and/or Rule 506(b) of Regulation D promulgated under the Securities Act. The shares are only offered to a small select group of accredited investors, as defined in Rule 501 of Regulation D, all of whom have a substantial pre-existing relationship with the Company. The Company filed a Form D on December 15, 2023, amended on January 11, 2024, and amended on February 12, 2024.

This current report on Form 8-K is issued in accordance with Rule 135c under the Securities Act, and is neither an offer to sell any securities, nor a solicitation of an offer to buy, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Item 8.01 Other Events.

On February 12, 2024, Gaucho Group Holdings, Inc. issued a press release providing an update on the Company's market activity. The full text of the press release is furnished hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press Release, dated February 12, 2024](#)

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 12th day of February 2024.

Gaucho Group Holdings, Inc.

By: /s/ Scott L. Mathis

Scott L. Mathis, President & CEO

PRESS RELEASE -- FOR IMMEDIATE RELEASE

GAUCHO HOLDINGS PROVIDES UPDATE ON MARKET ACTIVITY

Asserting 2024 Goals, the Company Focuses on Asset Liquidation Expected to Yield USD 10-11 Million

MIAMI, FL / February 12, 2024 / Gaucho 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 “Gaucho Holdings”), today announced significant developments in its fight against market malpractices affecting its stock price.

Management believes that certain market participants have intentionally driven the price of its shares down. This deliberate action aims to create an artificially low stock price, which not only harms Gaucho Holdings’ stockholders but also provides a gateway for these bad actors to potentially gain significant control over the Company and/or cover any naked short positions. The Company also believes that because of the current valuation, other parties may also be seeking to take majority control of Company shares.

Scott Mathis, CEO and Founder of Gaucho Group Holdings, stated, “We are currently witnessing our stock trading at roughly 10% of the liquidation value of our assets, a clear indication of the disparity between our value and current market perception. This undervaluation is a direct result of manipulative tactics by certain entities looking to exploit our assets in Argentina. However, we remain resolute, bolstered by the steadfast support of our stockholders, to fend off these predatory practices.”

The Company recognizes that the evolving political and economic landscape in Argentina is transitioning from being a headwind to potentially creating tailwinds for asset values in the region. In line with this, Gaucho Holdings is committed in 2024 to liquidate significant real estate assets, including Algodon Mansion and two other nonessential properties. This strategic move is expected to generate approximately USD 10 to 11 million, providing the Company with opportunities for non-dilutive cash growth and potential shareholder dividends or a share buyback.

Following concerns regarding the erratic performance of Gaucho Holdings’ stock, the Company has been proactive in retaining the expertise of securities litigation attorney Mark R. Basile, Esq., and his firm, The Basile Law Firm P.C. This strategic move was aimed at investigating potential illegal naked short selling of the Company’s common shares, a concern that has plagued the stock for months.

Gaucho Holdings stands firm in its commitment to protect the interests of its stockholders and to uphold the integrity of its stock value against illicit market forces.

About Gaucho Group Holdings, Inc.

For more than ten years, Gaucho 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 Gaucho – Buenos Aires™ (gaucho.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.

Media Relations:
Gaucho Group Holdings, Inc.
Rick Stear
Director of Marketing
212.739.7669
rstear@gauchoholdings.com
