
**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. 1)**

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:
-
-

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 August 15, 2024.



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 Annual Meeting, you will need your 12-digit control number. To virtually attend the Annual Meeting, please navigate to <https://www.cstproxy.com/gauchogroupholdings/2024>



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" THE NOMINEE LISTED IN PROPOSAL 1, AND "FOR" PROPOSALS 2, 3, 4, 5 AND 6.

Please mark your votes like this

1. Election of Class II Director:

(1) David Reinecke

FOR WITH-HOLD AUTHORITY
FOR AGAINST ABSTAIN

2. To approve, for purposes of complying with Nasdaq Listing Rule 5635(b), the issuance in excess of 19.99% of the Company's outstanding common stock upon conversion of shares of the Company's senior convertible preferred stock issued either directly in connection with, or upon the conversion of convertible promissory notes issued in connection with, a private placement pursuant to Rule 506(b) of the Securities Act of 1933, as amended, which may be deemed a "change of control" under Nasdaq listing Rule 5635(b).

FOR AGAINST ABSTAIN

3. To approve, for purposes of complying with Nasdaq Listing Rule 5635(c), the issuance of shares of the Company's common stock to certain advisors of the Company at a price less than the market value upon conversion of shares of the Company's senior convertible preferred stock issued either directly in connection with, or upon the conversion of convertible promissory notes issued in connection with, a private placement pursuant to Rule 506(b) of the Securities Act of 1933, as amended.

FOR AGAINST ABSTAIN

4. To approve, for purposes of complying with Nasdaq Listing Rule 5635(d), the issuance of shares of the Company's common stock upon conversion of shares of the Company's senior convertible preferred stock issued either directly in connection with, or upon the conversion of convertible promissory notes issued in connection with, a private placement pursuant to Rule 506(b) of the Securities Act of 1933, as amended, without giving effect to the 19.99% cap provided under Nasdaq Listing Rule 5635(d).

FOR AGAINST ABSTAIN

5. To approve an amendment to the Company's 2018 Equity Incentive Plan to increase the number of shares available for awards under the plan to 30% of our common stock outstanding on a fully diluted basis as of the date of stockholder approval, with an automatic increase on January 1 of each year by the amount equal to 5% of the total number of shares outstanding on a fully diluted basis on such date.

FOR AGAINST ABSTAIN

6. Ratification of Marcum LLP as independent registered public accounting firm for the year ended December 31, 2024.

FOR AGAINST ABSTAIN

CONTROL NUMBER

Signature _____ Signature, if held jointly _____ Date _____, 2024

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.

GAUCHO
GROUP
HOLDINGS, INC.

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

**The 2024 Annual Meeting Proxy Statement and
the Annual Report to Stockholders are available at:
<https://www.cstproxy.com/gauchogroupholdings/2024>**

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

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Gaicho 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 Gaicho Group Holdings, Inc. held of record by the undersigned at the close of business on June 21, 2024 at the Annual Meeting of Stockholders of Gaicho Group Holdings, Inc. to be held on Friday, August 16, 2024, or at any adjournment 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 ELECTING THE NOMINEE TO THE BOARD OF DIRECTORS, "FOR" PROPOSALS 2, 3, 4, 5 AND 6, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSONS NAMED AS PROXY HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

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