

**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:  
July 3, 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 described in our Current Report on Form 8-K as filed with the SEC on May 21, 2024, Gaucho Group Holdings, Inc. (the “Company”) filed a Certificate of Designation of Senior Convertible Preferred Stock with the Delaware Secretary of State, designating 100,000 shares of preferred stock of the Company, par value \$0.01, as Senior Convertible Preferred Stock (the “Senior Convertible Preferred Stock”).

In order to raise additional capital for the Company, the Board of Directors of the Company approved the commencement of a private placement of shares of Senior Convertible Preferred Stock (“Preferred Shares”) and 8.5% promissory notes (the “Notes”) for aggregate proceeds of up to \$7.2 million (up to \$6 million with a 20% over-allotment) pursuant to Section 4(a)(2) of the 1933 Act and Rule 506(b) of Regulation D thereunder (the “Private Placement”). The Preferred Shares will be issued at a price per share of \$100; provided that the Company is limited to the sale of up to 6,731 Preferred Shares for gross proceeds of \$637,100 until such time as stockholder approval is granted pursuant to Nasdaq Rule 5635(d) at the Company’s Annual General Meeting of Stockholders on August 18, 2024 (the “2024 AGM”).

The Notes, with 8.5% annual interest, become convertible into Preferred Shares at a price of \$100 per share on the date the Company obtains stockholder approval of its Proposals No. 2, 3, and 4 at the 2024 AGM. If the proposals are not approved by our stockholders, the Notes are due in full 120 days from the date of issuance. Please see our Definitive Proxy as filed with the SEC on July 1, 2024.

The Company presently intends to use the net proceeds from this Private Placement to extinguish debt, fund infrastructure development at Algodon Wine Estates, and for general working capital.

As of June 30, 2024, the Company has entered into Notes for principal of \$1,929,300. No shares of Senior Convertible Preferred Stock have yet been sold in the Private Placement.

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 will file a Form D within 15 days of the first date of sale.

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 Items.

On July 3, 2024, the Company issued a press release announcing an exclusive stockholder event at the NASDAQ building in New York City. The press release is furnished herewith as Exhibit 99.1 and is incorporated by reference.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press release dated July 3, 2024](#)  
104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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 3rd day of July 2024.

**Gacho Group Holdings, Inc.**

By: /s/ Scott L. Mathis

Scott L. Mathis, President & CEO

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**GAUCHO GROUP HOLDINGS, INC. TO HOST EXCLUSIVE SHAREHOLDER EVENT ON JULY 11 AT NASDAQ MARKETSITE IN NEW YORK CITY****Event to Feature Insights into Expansion Plans and Initiatives for 2024 and Beyond**

**MIAMI, FL / July 3, 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 an exclusive shareholder event at the NASDAQ building in New York City. The event will offer accredited investors the opportunity to hear about the Company’s expansion plans and other exciting initiatives in 2024 and beyond.

The event will be held on Thursday, July 11, 2024, from 3 PM to 6:30 PM at the Nasdaq MarketSite, located at 151 W 42nd Street, Floor 10, New York City. Attendees will enjoy Algodon Wines and light hors d’oeuvres.

This private, invitation-only event is exclusively for accredited investors who have a previously established relationship with Gaucho Holdings. Interested parties can email their request to attend at [vino@gauchoholdings.com](mailto:vino@gauchoholdings.com).

“We are thrilled to host this event at the iconic Nasdaq MarketSite, providing a platform for our shareholders to engage with our leadership team and gain insight into our strategic vision,” said Scott Mathis, CEO, and Founder of Gaucho Holdings, Inc. “This gathering underscores our commitment to transparency and our ongoing efforts to build value for our investors.”

Gaucho Holdings looks forward to welcoming its shareholders and discussing the exciting developments on the horizon.

About Gaucho Group Holdings, Inc.

For more than ten years, Gaucho Group Holdings, Inc.’s ([gauchoholdings.com](http://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](http://algodonfinewines.com) & [algodonwines.com.ar](http://algodonwines.com.ar)), hospitality ([algodonhotels.com](http://algodonhotels.com)), and luxury real estate ([algodonwineestates.com](http://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](http://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:**

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