
**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 ANNUAL MEETING
OF STOCKHOLDERS**
to be held on
Friday, August 16, 2024

*Stockholders are cordially invited to attend the virtual Annual Meeting.
At the meeting, you will need your 12-digit control number to vote electronically.

Dear Stockholder,

The 2024 Annual Meeting of Stockholders of Gaucho Group Holdings, Inc. (the "Company") will be held virtually on Friday, August 16, 2024, at 12:00 PM (Eastern time).


Proposals to be considered at the Annual Meeting:


1. To elect one (1) Class II nominee named in the Proxy Statement to the Board of Directors to hold office for a three-year term;
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).
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.
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).
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.
6. To ratify and approve the appointment of Marcum LLP, as the Company's independent registered accounting firm for the year ended December 31, 2024.

Additionally, to address such other matters as may properly come before the 2024 Annual Meeting or any adjournment or postponement thereof.

The Board of Directors recommends a vote "For" the nominee listed in Proposal 1, and "For" Proposals 2, 3, 4, 5 and 6.

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 Annual Meeting, you will need your 12 digit control number to vote electronically during the Annual Meeting. To attend the Annual Meeting, visit:
<https://www.cstproxy.com/gauchogroupholdings/2024>

 **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.

The Proxy Materials are available for review at:
<https://www.cstproxy.com/gauchogroupholdings/2024>

CONTROL NUMBER

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

**Important Notice Regarding the Availability of Proxy Materials For the
2024 Annual Meeting of Stockholders to be Held on August 16, 2024**

The following Proxy Materials are available to you to review at:
<https://www.cstproxy.com/gauchogroupholdings/2024>

- the Company's Annual Report for the year ended December 31, 2023;
- the Company's 2024 Annual Meeting Proxy Statement;
- the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2024;
- 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 August 1, 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/2024>

or

By email at: proxy@continentalstock.com

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