

**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:  
November 13, 2024

**Gaucha 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.

**1111 Lincoln Road, Suite 500**  
**Miami, FL 33139**  
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 1.03 Bankruptcy or Receivership.**

As reported in Gaucha Group Holdings, Inc.'s (the "Company," "we," "us" or "our") Current Report on Form 8-K as filed with the Securities and Exchange Commission (the "SEC") on November 12, 2024, the Company filed a voluntary petition in the United States Bankruptcy Court for the Southern District of Florida seeking relief under Chapter 11 of Title 11 of the United States Code, case no. 24-21852 (the "Chapter 11 Reorganization").

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On November 13, 2024, the Company, received a letter from the Listing Qualifications Department of the Nasdaq Stock Market (the "Staff") that the Staff has determined that the Company's shares of common stock will be delisted from the Nasdaq Stock Market ("Nasdaq") in accordance with Nasdaq Listing Rules 5101, 5110(b) and IM-5101-1 as a result of the Chapter 11 Reorganization. Trading of the Company's common stock will be suspended at the opening of business on November 22, 2024 and a Form 25-NSE will be filed with the SEC, which will remove the Company's securities from listing and registration on Nasdaq. The Staff's determination was based on the filing of the Chapter 11 Reorganization and public concerns raised by the filing; concerns regarding the residual equity interest of the stockholders holding the existing listed common stock; and concerns about the Company's ability to sustain compliance with all requirements for continued listing on Nasdaq. The letter also indicates that the Company may appeal Nasdaq's determination pursuant to procedures set forth in Nasdaq Listing Rule 5800 Series. The Company does not intend to appeal this determination.

The Staff determination has no immediate effect on the Company's Nasdaq listing and the Company's common stock will continue to trade on Nasdaq under the ticker symbol "VINO" until November 22, 2024. Thereafter, the Company anticipates that it will be quoted on the over-the-counter market with the symbol "VINOQ".

**Item 7.01 Regulation FD Disclosure.**

*Press Release*

On November 13, 2024, the Company sent out a press release, announcing, among other things, the commencement of the Chapter 11 Reorganization. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

*Nasdaq Delisting Notice*

The information included in Item 3.01 is hereby incorporated by reference into this item.

The information in this Item 7.01 of the Form 8-K, including Exhibit 99.1, is furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

*Cautionary Statements Regarding Trading in the Company’s Securities*

The Company’s securityholders are cautioned that trading in the common stock during the pendency of the Chapter 11 Reorganization is highly speculative and poses substantial risk. Trading prices for the common stock may bear little or no relationship to the actual recovery, if any, by holders thereof in the Chapter 11 Reorganization. Accordingly, the Company urges extreme caution with respect to existing and future investments in its common stock.

**Item 8.01 Other Events**

On November 13, 2024, the Company sent out a press release announcing, among other things, the commencement of the Chapter 11 Reorganization. The full text of the press release referenced herein 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 November 13, 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 13<sup>th</sup> day of November 2024.

**Gaucho Group Holdings, Inc.**

By: /s/Scott L. Mathis  
Scott L. Mathis, President & CEO

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## GAUCHO HOLDINGS INITIATES CHAPTER 11 REORGANIZATION TO PROTECT CORE ASSETS

### Strategic Filing Aims to Protect Operational Continuity for the Benefit of Stockholders

**MIAMI, FL / November 13, 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 that it has filed a petition pursuant to Chapter 11 for a reorganization plan. This decision comes as part of a strategic effort to protect the Company’s valuable assets, including Algodon Mansion and Algodon Wine Estates in Argentina, and ensure continued operations while navigating current legal challenges.

After a thorough analysis of all potential options, Gaucho Holdings determined that filing for Chapter 11 reorganization would provide immediate protection for its assets and support the Company’s goal of maintaining operations for the benefit of all stockholders. The Chapter 11 process enables the Company to challenge claims by creditors and, if deemed valid, establish a structured repayment plan over time while continuing to operate its business. Gaucho Holdings has received a notice of delisting from NASDAQ and anticipates being quoted on the over-the-counter market under the symbol “VINOQ.”

The decision to pursue Chapter 11 reorganization comes at an opportune time, as Argentina enters a pivotal phase marked by promising economic developments. A convergence of favorable factors—including the alignment of Argentina’s leadership philosophies with those of the incoming U.S. administration—signals a renewed period of international cooperation and economic growth. Key drivers such as the reintroduction of 30-year mortgages revitalizing the housing market, the successful tax amnesty program injecting significant capital into the economy, and Argentina’s proactive stance as an early adopter of Bitcoin, enhancing financial flexibility and investor confidence, position the country for robust growth. Gaucho Holdings views these trends as a strategic opportunity to bridge the gap between its public market valuation and the significant intrinsic value of its real estate holdings. The Company is dedicated to implementing strategic measures that preserve stockholder value and align its market capitalization with the true worth of its assets, positioning it to benefit from Argentina’s upward economic trajectory.

Scott Mathis, CEO and Founder of Gaucho Group Holdings, Inc., stated: “This decision was not made lightly, but it is a necessary step to ensure that we protect the significant value we have built in our assets, especially at a time when Argentina’s economic climate is showing marked improvement. Chapter 11 offers us the framework to navigate these challenges and continue driving value for our stockholders while maintaining operational integrity.”

Since the filing of the 8-K referred to and linked to below, as of the writing of this press release, the Company has already been informed that the Chapter 11 reorganization petition filed on November 12, 2024 has had an immediate positive effect, resulting in the adjournment of the pending sale of its assets. The full stockholder letter, which includes the Company’s position on the potential implications of recent global developments, mortgage market growth, and strategic initiatives, can be viewed in an 8K filing available on the Company’s website at: <https://ir.gauchoholdings.com/sec-filings/all-sec-filings>.

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### 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.

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