

**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:
June 16, 2025

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
N/A		

Item 1.01 Entry into a Material Definitive Agreement.

As previously reported on our Current Report on Form 8-K filed on February 20, 2024, Gaucha Group Holdings, Inc. (the “Company”) commenced an action in the United States District Court for the District of Delaware through the filing of a complaint on February 16, 2024 against 3i, LP, 3i Management LLC, and Maier Joshua Tarlow (the “3i Parties”) regarding that certain Securities Purchase Agreement, promissory note, and ancillary agreements (the “Securities Contracts”) with the 3i Parties (the “Delaware Litigation”).

Also as previously reported on our Current Report on Form 8-K filed on November 12, 2024, the Company filed a voluntary petition (the “Chapter 11 Reorganization”) in the United States Bankruptcy Court for the Southern District of Florida (the “Bankruptcy Court”) seeking relief under Chapter 11 of Title 11 of the United States Code.

As previously reported on our Current Report on Form 8-K filed on March 12, 2025, the Company and the 3i Parties (collectively, the “Parties”) entered into a settlement term sheet (the “Settlement”) such that in exchange for the cancellation of the Securities Contracts, dismissal of the Delaware Litigation and other related litigation, and a structured dismissal of the Chapter 11 Reorganization, the Company will, among other items, pay a cash settlement of \$5,500,000 to the 3i Parties over a period of 12 months, substantially secured by all right, title and interest of the Algodon Mansion and/or the Company subsidiaries holding all right, title and interest in the Algodon Mansion and associated intellectual property. Further, the Parties agreed to enter into a hotel management agreement for the Algodon Mansion.

As previously reported on our Current Report on Form 8-K filed on March 31, 2025, the Bankruptcy Court approved the Settlement on March 28, 2025.

On June 9, 2025, the Parties effected the closing, and on June 16, 2025, the Bankruptcy Court dismissed the Chapter 11 Reorganization.

Item 1.03 Bankruptcy or Receivership.

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

Cautionary Statements Regarding Forward-Looking Statements

This Current Report on Form 8-K 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. The words “anticipates,” “believes,” “estimates,” “expects,” “intends,” “may,” “plans,” “projects,” “will,” “would” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Forward-looking statements contained in this Current Report on Form 8-K include, but are not limited to, statements regarding the process and potential outcomes of the Chapter 11 Reorganization, the Company’s ability to continue to operate as usual during the Chapter 11 Reorganization, the Company’s ability to improve its cost structure, capital structure, and liquidity position, and statements about the Company’s unaudited cash, cash equivalents and marketable securities. These statements are based on management’s current expectations, and actual results and future events may differ materially due to risks and uncertainties, including, without limitation, risks inherent in the bankruptcy process, including the outcome of the Chapter 11 Reorganization; the Company’s financial projections and cost estimates; the Company’s ability to raise additional funds during the Chapter 11 Reorganization; the Company’s ability to sell any of its assets; the impact of the Chapter 11 Reorganization on the listing of the Common Stock on the Nasdaq; and the effect of the Chapter 11 Reorganization on the Company’s business prospects, financial results and business operations. These and other factors that may affect the Company’s future business prospects, results and operations are identified and described in more detail in the Company’s filings with the SEC, including the Company’s most recent Annual Report filed on Form 10-K and its subsequently filed Quarterly Reports on Form 10-Q. The Company may not actually achieve the plans, intentions or expectations disclosed in its forward-looking statements. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this Form 8-K. Except as required by applicable law, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results, later events or circumstances or to reflect the occurrence of unanticipated events.

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 7.01 Regulation FD Disclosure.

On June 16, 2025, the Company sent out a press release announcing the Bankruptcy Court’s dismissal 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.

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.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press release dated June 16, 2025](#)

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 20th day of June 2025.

Gaucha Group Holdings, Inc.

By: /s/ Scott L. Mathis

Scott L. Mathis, President & CEO

Gacho Holdings Emerges from Chapter 11, Aligns with Argentina's Economic Upswing and Investor Confidence

Mortgage availability, foreign capital inflows and U.S. economic support reinforce Gacho's strategic timing.

MIAMI, FL / June 16, 2025 / Gacho Group Holdings, Inc. (OTC: VINOQ), 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 "Gacho Holdings"), today announced that it has successfully emerged from Chapter 11 bankruptcy proceedings. With this significant milestone now behind it, the Company has returned its full focus to executing its portfolio strategy in Argentina—returning to operations unencumbered and with its core assets intact.

Argentina's macroeconomic landscape is exhibiting notable improvement, creating a more conducive environment for long-term investment. Inflation has fallen to its lowest monthly level in over five years, and broader economic stabilization measures are gaining traction. Over the past several months, Argentines have begun to access long-term mortgage financing once again, which is freeing them from cash-only home purchases. That shift is unlocking renewed demand for housing, stimulating development across the country, and generating jobs not only in construction, but also in the materials, home-goods retail, and financial services sectors. Additionally, a healthier mortgage system supports capital formation, as banks and investors now have access to stable mortgage revenues, helping to mature Argentina's financial markets and reduce reliance on cyclical, short-term funding.

This economic runway has been further bolstered by strengthened defense cooperation with the United States. In a marked shift from past alignments, Argentina has deepened its military coordination with U.S. leadership. Meetings between Argentina's President and U.S. defense officials, alongside joint maritime exercises in Argentine waters, reflect a clear realignment of strategic partnerships. These developments underscore Argentina's departure from closer ties with former allies and signal its intent to embrace renewed alignment with Western institutions.

"Emerging from Chapter 11 positions Gacho Holdings to re-engage fully in Argentina," states Scott Mathis, CEO and Founder of Gacho Holdings. "With inflation at its lowest level in years, access to mortgage finance restored, and clear signals of institutional realignment—especially through enhanced U.S. military and economic ties—we are seeing the environment we've long anticipated. Our deepest gratitude to our legal team, stockholders, and every employee whose dedication and resilience made this possible. This marks the start of an exciting new chapter. Our existing assets are well-placed to participate in this evolving landscape, and we are energized to move forward together."

Maria Echevarria, Chief Financial Officer of Gacho Holdings, commented: "After seven transformative months, we're proud to announce that we have emerged from Chapter 11. This was a challenging journey, and while the decision to restructure was difficult, it was necessary—and it worked. Thanks to the extraordinary support, dedication, and resilience of our legal team, stockholders, and every employee. We've safeguarded the Company's assets and laid the groundwork for a stronger, more focused future. This moment marks the beginning of a new chapter. We move forward with renewed clarity, purpose, and confidence in what we're building together."

The Company notes that, while the economic and structural reforms in Argentina are advancing, the foreign investment opportunity window remains in its early stages. Gacho Holdings, having preserved its asset base and local infrastructure, believes it is positioned ahead of the curve to engage strategically with the country's renewed momentum.

About Gacho Group Holdings, Inc.

For more than ten years, Gacho 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 Gacho – Buenos Aires® (gacho.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:

Gacho Group Holdings, Inc.
Rick Stear
Director of Marketing
212.739.7669
rstear@gauchoholdings.com