

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person MATHIS SCOTT L		2. Issuer Name and Ticker or Trading Symbol Algodon Wines & Luxury Development Group, Inc. [VINO]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President, CEO, Chairman	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/27/2014		
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year) 12/05/2014		
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
			Code	V		
Common Stock					4,713,807	I See Footnote (1)
Common Stock					73,467	I See Footnote (2)
Common Stock					336,545	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option	\$ 2.48	08/27/2014		A		150,000		08/27/2015	08/27/2019	Common Stock 150,000	(3)	1,807,238 (2)	D	
Stock Option	\$ 2.48	08/27/2014		A		500,000		(4)	08/27/2019	Common Stock 500,000	\$ 0	1,807,238 (2)	D	
Stock Option	\$ 2.63							02/22/2013	02/22/2015	Common Stock 47,132		1,807,238 (2)	D	
Stock Option	\$ 8.03							04/15/2011	04/15/2015	Common Stock 1,713		1,807,238 (2)	D	
Stock Option	\$ 3.85							04/15/2012	04/15/2016	Common Stock 25,000		1,807,238 (2)	D	
Stock Option	\$ 3.85							04/15/2013	04/15/2017	Common Stock 25,000		1,807,238 (2)	D	
Stock Option	\$ 2.48							04/15/2014	04/15/2018	Common Stock 25,000		1,807,238 (2)	D	
Stock Option	\$ 3.85							(5)	07/06/2016	Common Stock 422,500		1,807,238 (2)	D	
Stock Option	\$ 2.48							06/30/2013	06/30/2018	Common Stock 1,000,000		1,807,238 (2)	D	
Warrant	\$ 1.59							04/03/2010	04/03/2015	Common Stock 6,576		1,807,238 (2)	D	
Warrant	\$ 1.59							07/27/2010	07/27/2015	Common Stock 22,237		1,807,238 (2)	D	
Warrant	\$ 2.3							12/31/2012	12/31/2017	Common Stock (6) 18,939		1,807,238 (2)	D	
Warrant	\$ 2.3							10/31/2012	10/31/2017	Common Stock (6) 85,518		1,807,238 (2)	D	
Warrant	\$ 2.3							03/31/2013	03/31/2018	Common Stock (6) 22,878		1,807,238 (2)	D	
Warrant	\$ 2.3							06/30/2013	06/30/2018	Common Stock (6) 2,460		1,807,238 (2)	D	
Warrant	\$ 2.3							09/30/2013	09/30/2018	Common Stock (6) 27,561		1,807,238 (2)	D	
Warrant	\$ 2.3							12/31/2013	12/31/2018	Common Stock (6) 36,031		1,807,238 (2)	D	
Warrant	\$ 2.3							03/31/2014	03/31/2019	Common Stock (6) 59,053		1,807,238 (2)	D	
Warrant	\$ 2.3							06/30/2014	06/30/2019	Common Stock (6) 58,834		1,807,238 (2)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHIS SCOTT L 135 FIFTH AVENUE, FLOOR 10 NEW YORK, NY 10010	X	X	President, CEO, Chairman	

Signatures

/s/ Scott L. Mathis 02/03/2015
Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares held by The WOW Group, LLC, of which Mr. Mathis is a managing member and of which Mr. Mathis is a controlling member.
- (2) Shares held by Mr. Mathis' 401(k) account.
- (3) Options reflected herein are granted pursuant to Options granted pursuant to AWLD's 2008 Equity Incentive Plan.
- (4) Options to acquire 31,250 vest on November 27, 2014; thereafter options to acquire 31,250 shares vest every three months.
- (5) Options to acquire 105,625 vested on July 6, 2012; thereafter options to acquire 26,409 shares vest every three months.
- (6) Warrants to purchase Series A Preferred Stock were automatically converted to common stock on July 14, 2014 on a 1:1 basis pursuant to the effectiveness of AWLD's Form 10 filed with the SEC on May 14, 2014.
- (7) This amendment corrects the Form 4 previously filed on 12/05/2014 which incorrectly stated that Mr. Mathis beneficially owned 1,873,910 shares; the correct number is 1,807,238.

Remarks:

This amendment also corrects the Form 4 previously filed on 12/05/2014 which incorrectly stated that Mr. Mathis held two warrants for 59,053 shares each and two warrants for 58,834 shares each. Mr. Mathis owns one warrant for 59,053 shares and one warrant for 58,834 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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