

FORM 4

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

OMB APPROVAL

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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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) Other (specify below) President, CEO, Chair. & Dir.		
(Last) (First) (Middle) 135 5TH AVENUE, 10TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 05/31/2017					
(Street) NEW YORK, NY 10010			4. If Amendment, Date Original Filed (Month/Day/Year)			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		
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Series B Preferred Stock (1)	05/31/2017		P		2,100	A	\$ 10	2,100	I	See footnote (2)
Common Stock								119,999	I	See footnote (2)
Common Stock								4,660,656	I	See footnote (3)
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 Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (4)	\$ 2.48						04/15/2014	04/15/2018	Common Stock	25,000		3,597,547	D	
Stock Option (4)	\$ 2.48						06/30/2013	06/30/2018	Common Stock	1,000,000		3,597,547	D	
Stock Option (4)	\$ 2.48						08/27/2015	08/27/2019	Common Stock	150,000		3,597,547	D	
Stock Option (4)	\$ 2.48						(5)	08/27/2019	Common Stock	500,000		3,597,547	D	
Stock Option (4)	\$ 2.2						(6)	06/08/2020	Common Stock	1,459,890		3,597,547	D	
Warrant	\$ 2.3						10/31/2012	10/31/2017	Common Stock (7)	85,518		3,597,547	D	
Warrant	\$ 2.3						12/31/2012	12/31/2017	Common Stock (7)	18,939		3,597,547	D	
Warrant	\$ 2.3						03/31/2013	03/31/2018	Common Stock (7)	22,878		3,597,547	D	
Warrant	\$ 2.3						06/30/2013	06/30/2018	Common	2,460		3,597,547	D	

Warrant	\$ 2.3						09/30/2013	09/30/2018	Common Stock (7)	27,561		3,597,547	D	
Warrant	\$ 2.3						12/31/2013	12/31/2018	Common Stock (7)	36,031		3,597,547	D	
Warrant	\$ 2.3						03/31/2014	03/31/2019	Common Stock (7)	59,053		3,597,547	D	
Warrant	\$ 2.3						06/30/2014	06/30/2019	Common Stock (7)	58,834		3,597,547	D	
Warrant	\$ 2.3						09/30/2014	09/30/2019	Common Stock (7)	31		3,597,547	D	
Warrant	\$ 2.3						12/30/2014	12/30/2019	Common Stock (7)	40,364		3,597,547	D	
Warrant	\$ 2						12/30/2014	12/30/2019	Common Stock	10,800		3,597,547	D	
Warrant	\$ 2						03/31/2015	03/31/2020	Common Stock	24,600		3,597,547	D	
Warrant	\$ 2						06/30/2015	06/30/2020	Common Stock	43,589		3,597,547	D	
Warrant	\$ 2						09/30/2015	09/30/2020	Common Stock	28,481		3,597,547	D	
Warrant	\$ 2						12/31/2015	12/31/2020	Common Stock	3,518		3,597,547	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHIS SCOTT L 135 5TH AVENUE, 10TH FLOOR NEW YORK, NY 10010	X	X	President, CEO, Chair. & Dir.	

Signatures

/s/Scott L. Mathis		06/09/2017
<small>**Signature of Reporting Person</small>		<small>Date</small>

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) Series B Preferred Shares are automatically convertible to Common Shares at a ratio of 1 Preferred Share to 10 Common Shares upon uplisting to national stock exchange or prior thereto at holder's option.
- (2) Shares held by Mr. Mathis' 401(k) account.
- (3) Shares held by The WOW Group, LLC, of which Mr. Mathis is a managing member and of which Mr. Mathis is a controlling member.
- (4) Options reflected herein are granted pursuant to Options granted pursuant to AWLD's 2008 Equity Incentive Plan.
- (5) Options to acquire 31,250 vest on November 27, 2014; thereafter options to acquire 31,250 shares vest every three months.
- (6) Options to acquire 364,974 vest on June 8, 2016; thereafter options to acquire 91,243 shares vest every three months.
- (7) 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.

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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