# FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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 Algodon Wines & [VINO]		_	•	roup, In	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _X_ Director _X_ Officer (give title below)  Other (specify below)			
135 FIFTH AVENUE, FLOOR 10		3. Date of Earliest Tra 02/14/2018	nsaction (M	onth/I	Day/Year)		President, CEO, Chair. & Dir.			
(Street) NEW YORK,, NY 10010	4	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person _Form filed by More than One Reporting Person		
(City) (State)	(Zip)		Table I - No	on-De	rivative S	Securities	Acqu	ired, Disposed of, or Beneficially Owned	ı	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Yea			on	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form:	Beneficial
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Series B Preferred Stock (1)								2,100	I	see footnote
Common Stock								119,999	I	see footnote
Common Stock								4,660,656	I	see footnote
Common Stock								336,545	D	
Reminder: Report on a separate line for each cla	ass of securities ben	neficially owned direct	tly or indirec	tly.						

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

	Conversion		3A. Deemed Execution Date, if any (Month/Day/Year)	Code	tion	5. Number of Derivative Securities A (A) or Dispo (D) (Instr. 3, 4, a	cquired osed of	6. Date Exerc Expiration Da (Month/Day/\(^1	ite	Underlying	7. Title and Amount of Underlying Securities Instr. 3 and 4)		Derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D)	Beneficial
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported or Ind Transaction(s) (I) (Instr. 4) (Instr.		
Stock Option	\$ 0.77	02/14/2018		A		1,000,000		<u>(4)</u>	02/14/2023	Common Stock	1,000,000	\$ 0	1,000,000	D	
Stock Option	\$ 1.1							<u>(5)</u>	12/17/2022	Common Stock	300,000		300,000	D	
Stock Option	\$ 2.48							04/15/2014	04/15/2018	Common Stock	25,000		25,000	D	
Stock Option	\$ 2.48							06/30/2013	06/30/2018	Common Stock	1,000,000		1,000,000	D	
Stock Option	\$ 2.48							08/27/2015	08/27/2019	Common Stock	150,000		150,000	D	
Stock Option	\$ 2.48							<u>(7)</u>	08/27/2019	Common Stock	500,000		500,000	D	
Stock Option	\$ 2.2							(8)	06/08/2020	Common Stock	1,459,890		1,459,890	D	
Warrant	\$ 2.3	12/31/2017		J			18,939	12/31/2012	12/31/2017	Common Stock (10)	18,939	<u>(9)</u>	0	D	
Warrant	\$ 2.3							03/31/2013	03/31/2018	Common Stock (10)	22,878		22,878	D	
Warrant	\$ 2.3							06/30/2013	06/30/2018	Common Stock (10)	2,460		2,460	D	
Warrant	\$ 2.3							09/30/2013	09/30/2018	Common Stock	27,561		27,561	D	

						(10)				
Warrant	\$ 2.3			12/31/2013	12/31/2018	Common Stock (10)	36,031	36,031	D	
Warrant	\$ 2.3			03/31/2014		Common Stock (10)	59,053	59,053	D	
Warrant	\$ 2.3			06/30/2014		Common Stock (10)	58,834	58,834	D	
Warrant	\$ 2.3			09/30/2014		Common Stock (10)	31	31	D	
Warrant	\$ 2.3			12/30/2014	12/30/2019	Common Stock (10)	40,364	40,364	D	
Warrant	\$ 2			12/30/2014	12/30/2019	Common Stock	10,800	10,800	D	
Warrant	\$ 2			03/31/2015	03/31/2020	Common Stock	24,600	24,600	D	
Warrant	\$ 2			06/30/2015	06/30/2020	Common Stock	43,589	45,589	D	
Warrant	\$ 2			09/30/2015	09/30/2020	Common Stock	28,481	28,481	D	
Warrant	\$ 2			12/31/2015	12/31/2020	Common Stock	3,518	3,518	D	

### **Reporting Owners**

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

## **Signatures**

/s/ Scott L. Mathis	02/16/2018
Signature of Reporting	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) 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) Stock options granted pursuant to 2016 Equity Incentive Plan; options to acquire 250,000 shares vest on 2/14/19; thereafter options to acquire 750,000 shares vest every three months in equal installments.
- (5) Stock options granted pursuant to 2016 Equity Incentive Plan; options to acquire 75,000 shares vest on 12/17/18; thereafter options to acquire 18,750 shares vest every three months in equal installments.
- (6) Options granted pursuant to AWLD's 2008 Equity Incentive Plan.
- (7) Options to acquire 31,250 vest on November 27, 2014; thereafter options to acquire 31,250 shares vest every three months in equal installments.
- (8) Options to acquire 364,974 vest on June 8, 2016; thereafter options to acquire 91,243 shares vest every three months in equal installments.
- (9) Expiration of warrants with no value received.
- (10) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.