

# 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>MATHIS SCOTT L</b>			2. Issuer Name and Ticker or Trading Symbol <b>Gauche Group Holdings, Inc. [VINO]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President, CEO, Chair, &amp; Dir.</b>		
(Last) <b>1445 16TH STREET, SUITE 403</b>	(First) <b></b>	(Middle) <b></b>	3. Date of Earliest Transaction (Month/Day/Year) <b>10/23/2020</b>			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		
(Street) <b>MIAMI BEACH,, FL 33139</b>			4. If Amendment, Date Original Filed (Month/Day/Year)					
(City) <b></b>	(State) <b></b>	(Zip) <b></b>	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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			
Common Stock	10/23/2020		A		6,782	A	\$ 0.557	241,026	I	See Footnote (1)
Common Stock								558,362	D	
Series B Preferred Stock (2)								2,100	I	See Footnote (1)
Common Stock								3,777,425	I	See Footnote (3)

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	\$ 0.385						(4)	07/08/2024	Common Stock	2,209,890		2,209,890	D	
Stock Option	\$ 0.385						(5)	01/31/2024	Common Stock	450,000		450,000	D	
Stock Option	\$ 0.539						(6)	09/20/2023	Common Stock	725,000		725,000	D	
Stock Option	\$ 0.77						(7)	02/14/2023	Common Stock	1,000,000		1,000,000	D	
Stock Option	\$ 1.1						(8)	12/17/2022	Common Stock	300,000		300,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MATHIS SCOTT L 1445 16TH STREET, SUITE 403 MIAMI BEACH,, FL 33139	X	X	President, CEO, Chair. & Dir.
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## Signatures

/s/ Scott L. Mathis	01/25/2021
<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) Shares held by Mr. Mathis' 401(k) account. Mr. Mathis received a dividend payable in common stock as a result of his ownership of Series B Preferred Stock.
- (2) 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.
- (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 2018 Equity Incentive Plan; options to acquire 552,472 shares vest on 7/8/20; options to acquire 138,120 shares vest on 10/8/20; thereafter options to acquire 138,118 shares vest every three months in equal installments.
- (5) Stock options granted pursuant to 2018 Equity Incentive Plan; options to acquire 112,500 shares vest on 1/31/20; thereafter options to acquire 28,125 shares vest every three months in equal installments.
- (6) Stock options granted pursuant to 2018 Equity Incentive Plan; options to acquire 181,250 shares vest on 9/20/19; thereafter options to acquire 45,313 shares vest every three months in equal installments with the last installment of 45,307 vesting on 9/20/22.
- (7) Stock options granted pursuant to 2016 Equity Incentive Plan; options to acquire 250,000 shares vest on 2/14/19; thereafter options to acquire 62,500 shares vest every three months.
- (8) 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.

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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