

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 * MATHIS SCOTT L <small>(Last) (First) (Middle)</small> 1445 16TH STREET, SUITE 403 <small>(Street)</small> MIAMI BEACH,, FL 33139 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Gaucho Group Holdings, Inc. [VINO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President, CEO, Chair. & Dir.
3. Date of Earliest Transaction (Month/Day/Year) 03/28/2022		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)	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 (1)	03/28/2022		A		3,710	A	\$ 2.02	27,481	D	
Common Stock (2)	06/24/2022		A		1,805,980	A	\$ 0.625	1,833,461	D	
Common Stock								22,867	I	See Footnote (3)
Common Stock								1,283,423	I	See Footnote (4)
Common Stock								251,829	I	See Footnote (5)

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
Restricted Stock Unit	\$ 0.625	06/24/2022		A		257,997	(6)	12/18/2023	Common Stock	257,997	\$ 0.625	257,997	D	
Stock Option	\$ 5.78						(7)	07/08/2024	Common Stock	147,326		147,326	D	
Stock Option	\$ 5.78						(8)	01/31/2024	Common Stock	30,000		30,000	D	
Stock Option	\$ 8.09						(9)	09/20/2023	Common Stock	48,334		48,334	D	
Stock Option	\$ 11.55						(10)	02/14/2023	Common Stock	66,667		66,667	D	
Stock Option	\$ 16.5						(11)	12/17/2022	Common Stock	20,000		20,000	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		President, CEO, Chair. & Dir.	

Signatures

/s/ Scott L. Mathis	06/24/2022
<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) Inadvertently omitted. Acquired as a result of the share exchange with the minority stockholders of Gaucho Group, Inc.
- (2) Acquired in connection with the conversion of outstanding options of Gaucho Group, Inc.
- (3) Shares held by Mr. Mathis' 401(k) account.
- (4) Shares issued in connection with land purchase to Hollywood Burger Holdings, Inc., of which Mr. Mathis is President and CEO and a controlling owner.
- (5) Shares held by The WOW Group, LLC, of which Mr. Mathis is a managing member and of which Mr. Mathis is a controlling member.
- (6) Restricted stock units issued pursuant to Gaucho's 2018 Equity Incentive Plan; 128,999 shares vest on 9/18/22 with the remainder vesting on 12/18/22.
- (7) Stock options granted pursuant to 2018 Equity Incentive Plan; options to acquire 36,832 shares vest on 7/8/20; thereafter options to acquire 9,208 shares vest every three months in equal installments.
- (8) Stock options granted pursuant to 2018 Equity Incentive Plan; options to acquire 7,500 shares vest on 1/31/20; thereafter options to acquire 1,875 shares vest every three months in equal installments.
- (9) Stock options granted pursuant to 2018 Equity Incentive Plan; options to acquire 12,084 shares vest on 9/20/19; thereafter options to acquire 3,021 shares vest every three months in equal installments with the last installment of 3,020 vesting on 9/20/22.
- (10) Stock options granted pursuant to 2016 Equity Incentive Plan; options to acquire 16,667 shares vest on 2/14/19; thereafter options to acquire 4,167 shares vest every three months.
- (11) Stock options granted pursuant to 2016 Equity Incentive Plan; options to acquire 5,000 shares vest on 12/17/18; thereafter options to acquire 1,250 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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