
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report:

March 11, 2019

Gaicho Group Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
State of
Incorporation

0-55209
Commission
File Number

52-2158952
IRS Employer
Identification No.

135 Fifth Ave., 10th Floor
New York, NY 10010
Address of principal executive offices

212-739-7650
Telephone number, including
Area code

Former name or former address if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
-
-

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change to Fiscal Year.

Effective March 11, 2019, Algodon Group, Inc. changed its name to Gaucho Group Holdings, Inc. (the “Company”) to better reflect the Company’s focus and strategy. The Company’s ticker symbol “VINO” will remain unchanged as Algodon Fine Wines is still considered the genesis and ambassador of the brand.

A Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware on March 1, 2019.

Item 8.01 Other Information.

On March 7, 2019, the Company sent a letter from its chief executive officer and president, Scott Mathis, to its stockholders and business associates. The letter is set forth in Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3.1 [Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Company, filed March 1, 2019.](#)

99.1 [Stockholder letter issued by the Company.](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 14th day of March 2019.

Gaicho Group Holdings, Inc.

By: /s/ Scott L. Mathis

Scott L. Mathis, President & CEO

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ALGODON GROUP, INC.", CHANGING ITS NAME FROM "ALGODON GROUP, INC." TO "GAUCHO GROUP HOLDINGS, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 2019, AT 9:25 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE ELEVENTH DAY OF MARCH, A.D. 2019.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



3026002 8100
SR# 20191640114

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JWB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202351849
Date: 03-01-19

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ALGODON GROUP, INC.**

Algodon Group, Inc. (the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

By vote of the Board of Directors of the Corporation, a resolution was adopted, pursuant to Sections 141 and 242 of the General Corporation Law of the State of Delaware, setting forth an amendment to the Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") and declaring said amendment to be advisable. The resolution setting forth the amendment is as follows:

RESOLVED: that the first paragraph of Article First of the Amended and Restated Certificate of Incorporation of the Corporation be and it hereby is deleted in its entirety and a new Article First be inserted in lieu thereof to read as follows:

"FIRST: Name. The name of the corporation is Gaucho Group Holdings, Inc. (hereinafter referred to as the "Corporation")."

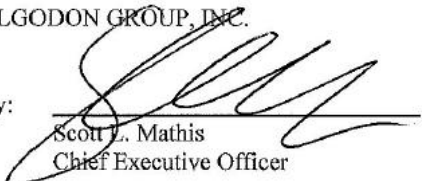
And be it further

RESOLVED: that the effective date of the above change to the first paragraph of Article First of the Amended and Restated Certificate of Incorporation of the Corporation shall be March 11, 2019.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 1st day of March, 2019.

ALGODON GROUP, INC.

By:


Scott L. Mathis
Chief Executive Officer



Dear Gaucho Group Noteholders and Algodon Group Stockholders,

We are so excited to share with you the news that the Gaucho - Buenos Aires e-commerce site is nearly ready for our “soft” pre-sale launch. Early access to **GachoBuenosAires.com** is intended exclusively for Gaucho noteholders, Algodon stockholders, family and friends, and comes with the benefit of a deep discount on all items.

As you know, our creative team has been toiling away behind the scenes to ready the website with approximately 80 items for pre-sale, which include men’s and women’s polos, leather jackets and knitwear, women’s dresses, ponchos and jackets, among many other items.

Gaicho - Buenos Aires’ core items will mostly consist of leather bags, purses, backpacks, wallets, belts and other leather accessories. These items, however, are still in production (and a few of these items are still in the development phase) and will not be added to the website until the end of April. However, we are eager to share our progress with our stockholders in order to show how far we have advanced thus far.

Please bear in mind, we only intend to take **pre-sale order transactions** upon launch, and anticipate **fulfilling orders** once our U.S. based warehouse is in receipt of these items in the weeks ahead. We anticipate **shipping will commence on or about May 1.**

In the next few days, please look for an email invitation in your inbox to the Gaucho - Buenos Aires pre-sale. Once you’re at our website, you’ll be prompted to sign up for the Gaucho - Buenos Aires newsletter and will then receive your unique discount code.

After you visit the site, we would appreciate receiving your input on the quality of the merchandise and the all-around customer experience from start to finish.

Gaicho - Buenos Aires graces the cover of Marie Claire, Argentina



We are so excited to share that we received the honor of appearing on the cover of Marie Claire, Argentina, an offshoot of Marie Claire, one of the most recognized and esteemed fashion magazines in the world. Marie Claire focuses on women around the world and several global issues, as well as health, beauty, and fashion topics.

This is a real “wow” moment for us, as you can imagine, having received over 10 pages of editorial featuring our collection.

SEE GAUCHO IN MARIE CLAIRE

Thank you for joining us on this exciting journey! We hope to see some of you this month at our runway show in Buenos Aires, and for those of you who can't make it, we'll be seeing you online soon!

Sincerely,

Scott L. Mathis
Chairman & Founder (212) 739- 7650
smathis@algodongroup.com
www.AlgodonGroup.com

Important Notes: The information discussed in this letter includes “forward looking statements ” within the meaning of Section 27A of the Securities Act of 1933 (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”). All statements, other than statements of historical facts, included herein concerning, among other things, planned capital expenditures, future cash flows and borrowings, pursuit of potential acquisition opportunities, our financial position, business strategy and other plans and objectives for future operations, are forward looking statements. These forward looking statements are identified by their use of terms and phrases such as “may,” “expect,” “estimate,” “project,” “plan,” “believe,” “intend,” “achievable,” “anticipate,” “will,” “continue,” “potential,” “should,” “could,” and similar terms and phrases. Although we believe that the expectations reflected in these forward looking statements are reasonable, they do involve certain assumptions, risks and uncertainties and are not (and should not be considered to be) guarantees of future performance. Among these risks are those set forth in Algodon’s Form 10-K filed on March 30, 2018. It is important that each person reviewing this release understand the significant risks attendant to the operations of Algodon. Algodon disclaims any obligation to update any forward-looking statement made here.

Important Disclosures: This email is for information and discussion purposes only and is not intended to be and should not be construed as an offer to sell, or a solicitation of an offer to buy, an interest in Algodon Group, Inc. or Gaicho Group, Inc. This email is not complete and does not contain certain material information about Algodon or Gaicho, including important disclosures and risk factors associated with an investment in Algodon or Gaicho.

No representation is made that Algodon or Gaicho will or is likely to achieve its objectives or that any investor will profit or be able to avoid incurring substantial losses. This letter does not take into account the particular investment objectives or financial circumstances of any specific person who may receive it.



GAUCHO
— BUENOS AIRES —

FOLLOW US



