

Alto Group Holdings Inc.  
Form 8-K  
May 25, 2010

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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 (Date of earliest event reported): May 19, 2010

ALTO GROUP HOLDINGS, INC.  
(Exact Name of Registrant as Specified in Charter)

Nevada (State of Other Jurisdiction Of Incorporation)	000-53592 (Commission File Number)	27-0686507 (IRS Employer Identification No.)
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10757 South River Front Parkway Suite 125 South Jordan, Utah (Address of Principal Executive Offices)	84095 (Zip Code)
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Registrant's telephone number, including area code: (801) 816-2520

110 Wall Street, 11th Floor, New York, NY 10005  
(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 3.02 Unregistered Sales of Equity Securities

On May 19, 2010, the Company issued an aggregate of 13,333,332 shares of unregistered common stock to three individuals who were accredited investors. No solicitation was made and no underwriting discounts were given or paid in connection with this transaction. The Company believes that the issuance of shares pursuant to the Acquisition was exempt from registration with the Securities and Exchange Commission pursuant to Section 4(2) of the Securities Act of 1933.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Alto Group Holdings, Inc.

By: /s/ Mark Klok

Date: May 24,

2010

Mark Klok

Chief Executive Officer

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