

Alto Group Holdings Inc.  
Form 8-K  
June 28, 2011

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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): June 24, 2011

**ALTO GROUP HOLDINGS, INC.**

(Exact Name of Registrant as Specified in Charter)

Nevada	000-53592	27-0686507
(State of Other Jurisdiction Of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**245 Park Avenue, Ste 2431**

**New York, NY**

**10167**

(Address of Principal Executive Offices) (Zip Code)

**Registrant's telephone number, including area code: (212) 803-8187**

**Not applicable.**

(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 1.01 Entry into a Material Definitive Agreement**

On June 24, 2011, Alto Group Holdings, Inc. (the “Company”) converted into common stock a certain note (the “Note”) issued by the Company on September 30, 2011. Subject to the terms and conditions of the various conversion agreements entered into with the Note holders, the Company agreed to convert the Note into an aggregate of 30,000,000 shares of common stock of the Company.

**Item 3.02 Unregistered Sales of Equity Securities**

As described in Item 1.01 above, on June 24, 2011, the Company issued 30,000,000 shares of common stock to Noteholders. The Noteholders are all “accredited investors” as defined under Rule 501 of Regulation D. No solicitation was made and no underwriting discounts were given or paid in connection with this transaction. The Company believes that these transactions were 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.**

Date: June 28, 2011 By: /s/ Mark Klok  
Mark Klok  
Chief Executive Officer