

Alto Group Holdings Inc.  
Form 8-A12G  
March 06, 2009

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) or (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**ALTO GROUP HOLDINGS INC.**

(Exact name of registrant as specified in its charter.)

**Nevada**

(State of incorporation of organization)

**110 Wall Street**

**11th Floor**

**New York, New York 10005-3198**

(Address of principal executive offices, including zip code.)

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered:</b>	<b>Name of each exchange of which each class is to be registered</b>
Not Applicable	Not Applicable

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A(c), check the following box. [ ]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A(d), check the following box. [**X**]

Securities Act registration statement file number to which this form relates: **Form S-1; SEC File Number: 333-149859.**

Securities to be registered pursuant to Section 12(g) of the Act:

**Common stock, par value of \$0.00001**  
(Title of Class)

**ITEM 1. DESCRIPTION OF REGISTRANT S SECURITIES TO BE REGISTERED.**

The description of securities contained in Registrant s Registration Statement on Form S-1, as amended, filed with the Securities and Exchange Commission (File Number: 333-149859) is incorporated by reference into this registration statement.

**ITEM 2. EXHIBITS.**

The following Exhibits are incorporated herein by reference from the Registrant's Form S-1 Registration Statement filed with the Securities and Exchange Commission, SEC File Number 333-149859 on March 21, 2008. Such exhibits are incorporated herein by reference pursuant to Rule 12b-32:

<b>Exhibit No.</b>	<b>Document Description</b>
3.1	Articles of Incorporation.
3.2	Bylaws.
4.1	Specimen Stock Certificate.

**SIGNATURES**

In accordance with Section 12 of the Exchange Act of 1934, the Registrant duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, on this 6<sup>th</sup> day of March, 2009.

**ALTO GROUP HOLDINGS INC.**  
(Registrant)

BY: TAREQ HINAWY  
Tareq Hinawy, President, Principal Executive Officer, Secretary, Treasurer, Principal Financial Officer, Principal Accounting Officer and sole member of the Board of Directors.

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