Alto Group Holdings Inc.

Form 3

March 10, 2010

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

A Opiuchus Holdings, Inc.

110 WALL STREET, 11TH

(Last)

FLOOR

(First)

(Middle)

Statement

(Month/Day/Year)

03/03/2010

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Alto Group Holdings Inc. [ALTO]

> 4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

(Street)

Director Officer (give title below) (specify below)

_X__ 10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

NEW YORK, NYÂ 10005

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

Preferred Stock

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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Direct (D) or Indirect (I)

(Instr. 5)

owned directly or indirectly.

Reminder: Report on a separate line for each class of securities beneficially

14,000,000

SEC 1473 (7-02)

 $D^{(1)}$

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

Conversion Ownership or Exercise Form of Price of Derivative Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Title

Security: Direct (D) Security

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Date Expiration Amount or or Indirect
Exercisable Date Number of (I)
Shares (Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Opiuchus Holdings, Inc.

110 WALL STREET 11TH FLOOR

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NEW YORK, NYÂ 10005

Signatures

Mark Klok 03/09/2010

**Signature of Date

Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The beneficial owner of Opiuchus Holdings is Mark Daniel Klok. The Company approved the surrender, conversion and exchange of 48,000,000 shares of restricted common stock beneficially held by Opiuchus into 14,000,000 Preferred Shares. As a result of the

(1) conversion into Preferred Shares, Opiuchus continues to have voting control of the Company. Opiuchus holds a beneficial interest in 14,000,000 Preferred Shares which are convertible at the discretion of Opiuchus into 56,000,000 shares of common stock, representing 52.01% of all shares of common stock issued and outstanding on an as-converted basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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