

AMERICAN POWER GROUP Corp  
 Form 3  
 November 02, 2015

**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)

|                                                                                                                                                                                                                                                         |                                                                                       |                                                                                            |                                                                                                                                                                                                                                                                                                           |                                                             |                                                                                                                                                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>SMC Employees Partnership</p> <p>(Last) (First) (Middle)</p> <p>C/O SPRING MOUNTAIN CAPITAL, 65 EAST 55TH ST., 33RD FLOOR</p> <p>(Street)</p> <p>NEW YORK, NY 10022</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/21/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AMERICAN POWER GROUP Corp [APGI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br/> <input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock                       | 497,159                                                  | D                                                                 |                                                          |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

## Edgar Filing: AMERICAN POWER GROUP Corp - Form 3

|                                      | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| 10% Convertible Preferred Stock      | Â (1)            | Â (1)           | Common Stock | 1,633,333                  | \$ 0.4   | D                                     | Â |
| Series C Convertible Preferred Stock | 10/21/2015       | Â (2)           | Common Stock | 2,596,575 (2)              | \$ 0.2   | D                                     | Â |
| Common Stock Warrants (right to buy) | 10/31/2013       | 10/30/2017      | Common Stock | 1,225,000                  | \$ 0.5   | D                                     | Â |
| Common Stock Warrants (right to buy) | 03/28/2013       | 09/28/2018      | Common Stock | 408,333                    | \$ 0.5   | D                                     | Â |
| Common Stock Warrants (right to buy) | 10/21/2015       | 10/21/2020      | Common Stock | 2,596,575 (2)              | \$ 0.2   | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                                                  | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                 | Director      | 10% Owner | Officer | Other |
| SMC Employees Partnership<br>C/O SPRING MOUNTAIN CAPITAL,<br>65 EAST 55TH ST., 33RD FLOOR<br>NEW YORK, NY 10022 | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Gregory P. Ho, Authorized Signatory, SMC EMPLOYEES PARTNERSHIP

11/02/2015

\_\_Signature of Reporting Person

Date

## 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).
- (1) The 10% Convertible Preferred Stock is convertible into common stock at any time, at the holder's election, and has no expiration date.
- On October 21, 2015, upon the filing by the Issuer of a Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock with the Secretary of State of Delaware, the Issuer's Subordinated Contingent Convertible Promissory Notes (the "Notes"), together with all accrued but unpaid interest thereon, automatically converted into 51.932 shares of the Issuer's Series C
- (2) Convertible Preferred Stock (the "Series C Preferred Stock") at a conversion price of \$10,000 per share. Series C Preferred Stock has no expiration date and is convertible into common stock at the holder's election. Pursuant to the terms of the Notes, upon the conversion of the Notes and in addition to the delivery of Series C Preferred Stock, the Issuer delivered warrants to purchase 2,596,575 shares of common stock to the holders.

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.