

AMERICAN POWER GROUP Corp  
 Form 4  
 August 27, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
 Spring Mountain Capital G.P., LLC

2. Issuer Name and Ticker or Trading Symbol  
 AMERICAN POWER GROUP Corp [APGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/24/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O SPRING MOUNTAIN CAPITAL, LP, 650 MADISON AVENUE, 20TH FLOOR

(Street)

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

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

NEW YORK, NY 10022

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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

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SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |              |           |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-----------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount    |
| Common Stock Purchase Warrant              | \$ 0.2   | 08/24/2015                           |  | A                              | 1,500,000<br>(1)  | 08/24/2015   | 08/24/2019  | Common Stock | 1,500,000 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Spring Mountain Capital G.P., LLC<br>C/O SPRING MOUNTAIN CAPITAL, LP<br>650 MADISON AVENUE, 20TH FLOOR<br>NEW YORK, NY 10022 | X             | X         |         |       |
| Steffens John<br>C/O SPRING MOUNTAIN CAPITAL, LP<br>650 MADISON AVENUE, 20TH FLOOR<br>NEW YORK, NY 10022                     | X             | X         |         |       |
| Ho Gregory P.<br>C/O SPRING MOUNTAIN CAPITAL, LP<br>650 MADISON AVENUE, 20TH FLOOR<br>NEW YORK, NY 10022                     | X             | X         |         |       |

## Signatures

|   |                                 |            |
|---|---------------------------------|------------|
| SPRING MOUNTAIN CAPITAL G.P., LLC, By: /s/ Gregory P. Ho, Managing Member |                                 | 08/27/2015 |
|   | **Signature of Reporting Person | Date       |
| /s/ John L. Steffens  |                                 | 08/27/2015 |
|   | **Signature of Reporting Person | Date       |
| /s/ Gregory P. Ho   |                                 | 08/27/2015 |
|   | **Signature of Reporting Person | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(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) On August 24, 2015, SMC Private Equity Holdings, LP ("SMC Holdings LP") acquired a Common Stock Purchase Warrant (the "Warrant") which is exercisable for up to 1,500,000 shares of the Issuer's common stock upon funding of a loan from SMC Holdings LP indirectly to the Issuer in the aggregate amount of \$1,500,000.00 (the "Loan"). The Warrant vests with respect to SMC Holdings LP's right to exercise the Warrant into shares of the Issuer's common stock at a rate of 1 share of the Issuer's common stock per \$1.00 of the

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Loan funded by SMC Holdings LP indirectly to the Issuer.

- (2) SMC Private Equity Holdings G.P., LLC ("SMC Holdings GP") is the general partner of SMC Holdings LP. Spring Mountain Capital G.P., LLC ("Spring Mountain GP") is the managing member of SMC Holdings GP, and pursuant to Rule 16a-1 of the Securities Exchange Act of 1934, as amended, it may be deemed to be the beneficial owner of any securities reported herein that are beneficially owned by SMC Holdings LP. Each of SMC Holdings GP and Spring Mountain GP disclaims beneficial ownership with respect to any such securities except to the extent of its pecuniary interest therein. Spring Mountain GP has the right to appoint two Directors of the Issuer and currently, Raymond Wong and Jamie Weston have been appointed by Spring Mountain GP as Directors of the Issuer. The reporting persons may be deemed to be Directors by deputization by reason of Mr. Wong and Mr. Weston, and any successor appointees, serving as Directors of the Issuer.

- (3) Mr. John L. Steffens and Mr. Gregory P. Ho are managing members of Spring Mountain GP, and thus are deemed to have voting and investment control of the Warrant. Pursuant to Rule 16a-1 of the Securities Exchange Act of 1934, as amended, each of Mr. Steffens and Mr. Ho may be deemed to be the beneficial owner of any securities reported herein that may be deemed to be beneficially owned by SMC Holdings LP, SMC Holdings GP and Spring Mountain GP. Each of Mr. Steffens and Mr. Ho disclaims beneficial ownership with respect to any such securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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