AMERICAN POWER GROUP Corp

Form 4

November 02, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **SMC** Employees Partnership

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

AMERICAN POWER GROUP Corp

(Check all applicable)

[APGI]

10/21/2015

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X_ Director Officer (give title below)

X 10% Owner Other (specify

C/O SPRING MOUNTAIN CAPITAL,, 65 EAST 55TH ST., 33RD 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 X_ 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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

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

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.

SEC 1474 (9-02)

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

Edgar Filing: AMERICAN POWER GROUP Corp - Form 4

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. Transac Code (Instr. 8		5. Number of or Derivative Securities Acquired (A) Disposed of (I (Instr. 3, 4, an	or D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Series C Convertible Preferred Stock	\$ 0.2	10/26/2015		P		51.932 (1)		10/21/2015	<u>(1)</u>	Common Stock	2,
Common Stock Warrants (right to buy)	\$ 0.2	10/26/2015		P		2,596,575 (1)		10/21/2015	10/21/2020	Common Stock	2,

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topotonig O White I White Production	Director	10% Owner	Officer	Other			
SMC Employees Partnership C/O SPRING MOUNTAIN CAPITAL, 65 EAST 55TH ST., 33RD FLOOR NEW YORK, NY 10022	X	X					
Steffens John C/O SPRING MOUNTAIN CAPITAL, 65 EAST 55TH ST., 33RD FLOOR NEW YORK, NY 10022	X	X					
Ho Gregory P. C/O SPRING MOUNTAIN CAPITAL, 65 EAST 55TH ST., 33RD FLOOR NEW YORK, NY 10022	X	X					

Signatures

/s/ John L. Steffens	11/02/2015
**Signature of Reporting Person	Date
/s/ Gregory P. Ho	11/02/2015
**Signature of Reporting Person	Date
/s/ Gregory P. Ho, Authorized Signatory, SMC EMPLOYEES PARTNERSHIP	11/02/2015
**Signature of Reporting Person	Date

Reporting Owners 2

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).
 - 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
- (1) 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 holder.
 - Mssrs. John L. Steffens and Gregory P. Ho are partners in the SMC Employees Partnership, a New York general partnership ("SMC EP"). Pursuant to Rule 16a-1 of the Securities Exchange Act of 1934, as amended, each of Mssrs. John L. Steffens and Gregory P. Ho
- (2) may be deemed to be the beneficial owners of any securities reported herein that may be deemed to be beneficially owned by SMC EP. Each of Mssrs. John L. Steffens and Gregory P. Ho disclaims beneficial ownership with respect to any 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. 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.