

AMERICAN POWER GROUP Corp  
 Form 4  
 November 02, 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 \*  
 Wong Raymond

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)  
 10/21/2015

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

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  
 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)  | Code  | V  | Amount                            | (D) | Price |

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)**

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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 |
| Series C Convertible Preferred Stock       | \$ 0.2   | 10/26/2015                           |  | P                              | 51.932 <sup>(1)</sup>   | 10/21/2015   | <sup>(1)</sup>  | Common Stock | 2,     |
| Common Stock Warrants (right to buy)       | \$ 0.2   | 10/26/2015                           |  | P                              | 2,596,575 <sup>(1)</sup>  | 10/21/2015   | 10/21/2020  | Common Stock | 2,     |

## Reporting Owners

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

## Signatures

/s/ Raymond Wong  
11/02/2015

\*\*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).

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.

Mr. Wong is a partner in SMC EP and pursuant to Rule 16a-1 of the Securities Exchange Act of 1934, as amended, he may be deemed to (2) be the beneficial owner of any securities reported herein that are beneficially owned by SMC EP. Mr. Wong 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.