

AMERICAN POWER GROUP Corp
 Form 4
 November 02, 2015

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

C/O SPRING MOUNTAIN
 CAPITAL,, 65 EAST 55TH ST.,
 33RD FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
10/21/2015

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

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

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 ⁽¹⁾	10/21/2015	⁽¹⁾	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			
	Director	10% Owner	Officer	Other
Wong Raymond C/O SPRING MOUNTAIN CAPITAL, 65 EAST 55TH ST., 33RD FLOOR 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.

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