

AMERICAN POWER GROUP Corp  
 Form 4  
 August 16, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Van Steenwyk Matthew

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)  
 03/31/2016

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

2747 PARADISE ROAD, SUITE 3604

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

LAS VEGAS, NV 89109

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4) |           |   |                               |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|-------------------------------|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |           |   |                               |
| Common Stock, par value \$.01 per share | 03/31/2016                           |  | J <sup>(1)</sup>               |   | 661,919   | A  | \$ 0.1352                                  | 7,022,208 | I | See Footnote 2 <sup>(2)</sup> |
| Common Stock, par value \$.01 per share | 06/30/2016                           |  | J <sup>(3)</sup>               |   | 268,817   | A  | \$ 0.1395                                  | 7,686,022 | I | See Footnote 4 <sup>(4)</sup> |
|   | 06/30/2016                           |  | J <sup>(5)</sup>               |   | 394,997   | A  |  | 7,686,022 | I |                               |

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|  |            |  |                   |           |    |         |            |   |        |  |  |                             |
|--|------------|--|-------------------|-----------|----|---------|------------|---|--------|--|--|-----------------------------|
| Common Stock, par value \$0.01 per share |            |  |                   |           | \$ |         |            |   | 0.1395 |  |  | See Footnote 6 <u>(6)</u>   |
| Common Stock, par value \$0.01 per share | 07/05/2016 |  | J <sup>(7)</sup>  | 4,604,722 | A  | \$ 0.14 | 12,290,744 | D |        |  |  |                             |
| Common Stock, par value \$0.01 per share | 07/12/2016 |  | J <sup>(8)</sup>  | 1,209,857 | A  | \$ 0.14 | 13,500,601 | I |        |  |  | See Footnote 9 <u>(9)</u>   |
| Common Stock, par value \$0.01 per share | 08/12/2016 |  | J <sup>(10)</sup> | 589,688   | A  | \$ 0.17 | 14,090,289 | I |        |  |  | See Footnote 11 <u>(11)</u> |

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)

| 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number of Shares                                 |
| Common Stock Warrants                      | \$ 0.14  | 07/05/2016                           |  | P                              | 4,604,722   | 07/05/2016 07/05/2021                                    | Common Stock, par value \$0.01 per share 4,604,722            |
| Common Stock Warrants (right to buy)       | \$ 0.17  | 08/12/2016                           |  | P                              | 589,688   | 08/12/2016 08/12/2021                                    | Common Stock, par value \$0.01 per share 589,688              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Van Steenwyk Matthew<br>2747 PARADISE ROAD<br>SUITE 3604<br>LAS VEGAS, NV 89109 | X             | X         |         |       |

## Signatures

Matthew van Steenwyk 08/16/2016

\*\*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) Dividend of \$89,491.45 from Arrow, LLC's Series D holdings, paid in common stock.
- (2) By Arrow, LLC. Matthew Van Steenwyk is Director of Arrow, LLC, direct owner of shares.
- (3) Dividend of \$37,500 from Arrow, LLC's Series D holdings, paid in common stock.
- (4) By Arrow, LLC. Matthew Van Steenwyk is Director of Arrow, LLC, direct owner of shares.
- (5) Dividend of \$55,102 from Arrow, LLC's Series D-2 holdings, paid in common stock.
- (6) By Arrow, LLC. Matthew Van Steenwyk is Director of Arrow, LLC, direct owner of shares.
- (7) Issued in connection with the conversion of \$644,661 (including \$4,661 of interest) due under four term loans, aggregating to \$640,000 at a price of \$.14 per share, along with an equal number of Common Stock warrants shown in Table II.
- (8) Issued in connection with the conversion of an amount payable to Arrow, LLC of \$169,380 (comprising \$99,672 of interest and \$69,708 of principal) under the WPU Leasing Loan agreement.
- (9) By Arrow, LLC. Matthew Van Steenwyk is Director of Arrow, LLC, direct owner of shares.
- (10) Issued in connection with the conversion of a \$100,000 loan payable to The Matthew Donald Van Steenwyk GST Trust.
- (11) Issued to The Matthew Donald Van Steenwyk GST Trust. Mr. Van Steenwyk is the trustee of said Trust.
- (12) Issued to The Matthew David Van Steenwyk GST Trust. Mr. Van Steenwyk is the trustee of said Trust.

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.