

AMERICAN POWER GROUP Corp

Form 4

August 27, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Arrow, 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)
2747 PARADISE ROAD, SUITE
3604

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

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

(Street)
LAS VEGAS, NV 89109

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

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

(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. 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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Purchase Warrant	\$ 0.2	08/24/2015	A		430,780		08/24/2015	08/24/2019	Common Stock, par value \$.01 per share	430,780

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arrow, LLC 2747 PARADISE ROAD, SUITE 3604 LAS VEGAS, NV 89109		X		

Signatures

Matthew Van
Steenwyk 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, American Power Group Corporation and its wholly owned subsidiary American Power Group, Inc. entered into a Secured Financing Agreement ("Agreement") with WPU Leasing, LLC ("Lender"), members of which include Arrow, LLC. Pursuant to the Agreement, the Lender committed to loan APGI up to \$3,250,000 to fund APGI's purchase of wellhead gas processing systems. APGI made its initial draw of \$1,400,000 under the Agreement on August 24, 2015, of which Arrow, LLC funded \$430,780. In consideration of the Lender's commitments under the Agreement, the Company issued the Lender's members, including Arrow, LLC, warrants to purchase up to the lesser of (i) an aggregate of 3,250,000 shares of the Company's common stock, \$.01 par value per share ("Common Stock"), or (ii) one share of Common Stock for each dollar borrowed by APGI under the Agreement. In connection with the initial draw, Arrow, LLC was issued a Warrant currently exercisable for 430,780 shares of Common Stock.

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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