### Edgar Filing: AMERICAN POWER GROUP Corp - Form 4

#### AMERICAN POWER GROUP Corp

Form 4

October 08, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Weston Jamie

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

AMERICAN POWER GROUP Corp

(Check all applicable)

[APGI]

10/08/2014

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

Code V

X\_ Director Officer (give title below)

10% Owner Other (specify

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

> (Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Middle)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10022

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) (Instr. 3) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A)

7. Nature of Indirect Securities Ownership Beneficially Form: Beneficial Owned Direct (D) Ownership or Indirect Following (Instr. 4) Reported

Transaction(s) (Instr. 4) (Instr. 3 and 4) (D) Price

See

Common 10/08/2014 Stock

J(1)27.249

Amount

211,619 I

Footnote (1)

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

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amour	nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
		Derivative			Securities Acquired				(Instr.	3 and 4)		Owne
		Security										Follo
		•				(A) or						Repo
						Disposed						Trans
					of (D) (Instr. 3,							(Instr
						4, and 5)						
										Amount		
										Amount		
							Exercisable Date	Expiration Date	Title	Or Numbar		
										Number		
					C-J- V	(A) (D)				of		
					Coue v	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director Weston Jamie C/O SPRING MOUNTAIN CAPITAL X 65 EAST 55TH STREET, 33RD FLOOR NEW YORK, NY 10022

## **Signatures**

/s/ Jamie 10/08/2014 Weston

\*\*Signature of Date Reporting Person

## **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).

SMC Employees Partnership ("SMC EP") received 27,249 shares of the Issuer's common stock as a payment-in-kind dividend on 65.33 shares of the Issuer's 10% Convertible Preferred Stock owned at the time of the dividend payment date. Mr. Weston is a partner in SMC

(1) EP and pursuant to Rule 16a-1 of the Securities Exchange Act of 1934, as amended, he may be deemed to be the beneficial owner of any securities reported herein that are beneficially owned by SMC EP. Mr. Weston disclaims beneficial ownership with respect to any shares of common stock 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.

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