

AMERICAN POWER GROUP Corp

Form 4

March 17, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRAVERMAN NEIL K

(Last) (First) (Middle)

**C/O PATHSTONE FAMILY
OFFICE, 1 BRIDGE PLAZA SUITE
550**

(Street)

FORT LEE, NJ 07024

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/08/2016

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/30/2016		J ⁽¹⁾	Amount 438,715 (2)	A \$ 0.14	462,532	I Member of Entity
Common Stock	06/30/2016		J ⁽¹⁾	24,032 ⁽³⁾ (2)	A \$ 0.14	486,564	I Member of Entity
Common Stock	07/11/2016		P	716,071 (2)	A \$ 0.14	1,202,635	I Member of Entity
Common Stock	08/24/2016		P	476,190 (2)	A \$ 0.21	1,678,825	I Member of Entity
	08/30/2016		P		A	1,896,216	I

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Common Stock				217,391 (2)	\$ 0.23			Member of Entity
Common Stock	12/31/2016	J(1)		441,583 (2)	A \$ 0.13	2,337,799	I	Member of Entity
Common Stock	12/31/2016	J(1)		6,109 (3)	A \$ 0.13	2,343,908	I	Member of Entity
Common Stock	02/03/2017	J(1)		1,026,132 (2)	A \$ 0.13	3,370,040	I	Member of Entity
Common Stock	03/16/2017	P		500,000 (3)	A \$ 0.1	3,870,040	I	Member of Entity

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 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
10% Convertible Preferred Stock	(4)	01/08/2016		P		5 (2)		(4)	(4)	Common Stock	5,000
Common Stock Purchase Warrant	\$ 0.1	01/08/2016		P		10,000,000 (2)		(5)	(5)	Common Stock	10,000,000
Common Stock Purchase Warrant	\$ 0.14	07/11/2016		P		716,071 (2)		(5)	(5)	Common Stock	716,071
Common Stock Purchase Warrant	\$ 0.21	08/24/2016		P		476,190 (2)		(5)	(5)	Common Stock	476,190
Common Stock	\$ 0.23	08/30/2016		P		217,391 (2)		(5)	(5)	Common Stock	217,391

Purchase
Warrant

Common
Stock
Purchase
Warrants

\$ 0.2

09/13/2016

P

6,950,000

(5)(5)Common
Stock

6,95

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRAVERMAN NEIL K C/O PATHSTONE FAMILY OFFICE 1 BRIDGE PLAZA SUITE 550 FORT LEE, NJ 07024	X	X		

Signatures

/s/ Charles E Coppa, attorney
in fact

03/17/2017

____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) Shares of common stock received in lieu of cash for Convertible Preferred Stock
- (2) The reported securities are owned directly by Associated Private Equity, LLC of which Mr. Braverman is a member. Mr. Braverman disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) The reported securities are owned by North Military, Ltd of which Mr. Braverman is a member. Mr. Braverman disclaims beneficially ownership of the reported securities except to the extent of his pecuniary interest therein.
- (4) The Preferred Stock is convertible at any time, at the holder's election and has no expiration date. Each share of Preferred Stock has a fair value of \$100,000 and is convertible into shares of Common Stock at a conversion price of \$.10 per share.
- (5) The warrants are immediately exercisable for a term of 10 years from date of grant.

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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