

AMERICAN POWER GROUP Corp
 Form 4
 March 27, 2013

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 *
BRAVERMAN NEIL K

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)
4454 WAYSIDE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2013

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

NAPLES, FL 34119
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/23/2012 | | G | 1,183 D \$0 | 23,686 | I ⁽¹⁾ | Member of Associated Private Equity LLC ⁽¹⁾ |

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

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SEC 1474 (9-02)

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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 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) | Amount of Underlying Securities (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|---------|-----|--|-----------------|---|--|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Common Stock Purchase Warrant | \$ 0.5 | 11/23/2012 | | G | | 125,000 | | (4) | (4) | Common Stock | 12 |
| Additional Investment Right (right to buy) ⁽²⁾ | (2) | 11/23/2012 | | G | | 0 (2) | | (3) | (3) | Common Stock | |
| 10% Convertible Preferred Stock | (5) | 11/23/2012 | | G | | 5 | | (5) | (5) | Common Stock | 12 |
| Additional Investment Right (right to buy) ⁽²⁾ | (2) | 03/19/2013 | | C | | 0 (6) | | (3) | (3) | Common Stock | |
| 10% Convertible Preferred Stock | (5) | 03/19/2013 | | A | | 33.3333 | | (5) | (5) | Common Stock | 83 |
| Common Stock Purchase Warrants | \$ 0.5 | 03/19/2013 | | A | | 833,333 | | (7) | (7) | Common Stock | 83 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRAVERMAN NEIL K 4454 WAYSIDE DRIVE | X | | | |

NAPLES, FL 34119

Signatures

/s/ Charles F. Coppa, as attorney
in fact

03/27/2013

__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) The reported securities are owned directly by Associated Private Equity LLC, which Mr. Braverman is a member, and Mr. Braverman disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

The Additional Investment Right ("AIR") was granted by the issuer to Associated Private Equity, LLC ("Associated"), in connection with Associated's investment in the issuer. Mr. Braverman is a member of Associated. The AIR permits the holder to purchase additional investment units with each unit comprised of one share of 10% Convertible Preferred Stock (the "Preferred Stock") and a warrant exercisable for 25,000 shares of Common Stock (the "Warrants"). The Preferred Stock is convertible into Common Stock at a conversion price of \$.40 per share, and the Warrants are exercisable for Common Stock at an exercise price of \$.50 per share. Pursuant to the terms of the AIR, Associated initially had the right to acquire up to 35 shares of Preferred Stock convertible into 875,000 shares of Common Stock and Warrants exercisable to purchase 875,000 shares of Common Stock. On November 23, 2012, Associated transferred as a gift 4.76% of the AIRs it held.
 - (2) The AIR is exercisable from April 30, 2012 to March 31, 2013.
 - (3) The Warrants are first exercisable on October 30, 2012 and expire on October 30, 2017.
 - (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 \$10,000 and is convertible into shares of Common Stock at a conversion price of \$.40 per share.
 - (5) Associated exercised 100% of the AIR owned by it on March 19, 2013 in order to acquire 33.3333 shares of Preferred Stock and a warrant to purchase 833,333 shares of Common Stock.
 - (6) The Warrants are first exercisable on September 19, 2013 and expire on September 19, 2018.

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.