

AMERICAN POWER GROUP Corp
 Form 4
 March 17, 2017

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 *
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)

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

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

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

(Street)

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

FORT LEE, NJ 07024

(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. 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/30/2016		J ⁽¹⁾		438,715 ⁽²⁾	A	\$ 0.14	462,532	I	Member of Entity
Common Stock	06/30/2016		J ⁽¹⁾		24,032 ⁽³⁾	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	\$	2,337,799	I	0.13		Member of Entity
Common Stock	12/31/2016		J(1)	6,109 (3)	A	\$	2,343,908	I	0.13		Member of Entity
Common Stock	02/03/2017		J(1)	1,026,132 (2)	A	\$	3,370,040	I	0.13		Member of Entity
Common Stock	03/16/2017		P	500,000 (3)	A	\$	3,870,040	I	0.1		Member of Entity

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

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(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. 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.