

AMERICAN POWER GROUP Corp
 Form 4
 August 16, 2016

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 *
 Van Steenwyk Matthew

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/31/2016

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

LAS VEGAS, NV 89109

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

(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 Ownership (Instr. 4) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|-------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$.01 per share | 03/31/2016 | | J ⁽¹⁾ | | 661,919 | A | \$ 0.1352 | 7,022,208 | I | See Footnote 2 ⁽²⁾ |
| Common Stock, par value \$.01 per share | 06/30/2016 | | J ⁽³⁾ | | 268,817 | A | \$ 0.1395 | 7,686,022 | I | See Footnote 4 ⁽⁴⁾ |
| | 06/30/2016 | | J ⁽⁵⁾ | | 394,997 | A | | 7,686,022 | I | |

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|--|------------|--|-------------------|-----------|----|---------|------------|---|--------|--|--|-----------------------------|
| Common Stock, par value \$0.01 per share | | | | | \$ | | | | 0.1395 | | | See Footnote 6 <u>(6)</u> |
| Common Stock, par value \$0.01 per share | 07/05/2016 | | J ⁽⁷⁾ | 4,604,722 | A | \$ 0.14 | 12,290,744 | D | | | | |
| Common Stock, par value \$0.01 per share | 07/12/2016 | | J ⁽⁸⁾ | 1,209,857 | A | \$ 0.14 | 13,500,601 | I | | | | See Footnote 9 <u>(9)</u> |
| Common Stock, par value \$0.01 per share | 08/12/2016 | | J ⁽¹⁰⁾ | 589,688 | A | \$ 0.17 | 14,090,289 | I | | | | See Footnote 11 <u>(11)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 |
| Common Stock Warrants | \$ 0.14 | 07/05/2016 | | P | 4,604,722 | 07/05/2016 | 07/05/2021 | Common Stock, par value \$0.01 per share | 4,604,722 |
| Common Stock Warrants (right to buy) | \$ 0.17 | 08/12/2016 | | P | 589,688 | 08/12/2016 | 08/12/2021 | Common Stock, par value \$0.01 per share | 589,688 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Van Steenwyk Matthew 2747 PARADISE ROAD SUITE 3604 LAS VEGAS, NV 89109 | X | X | | |

Signatures

Matthew van Steenwyk
08/16/2016

**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) Dividend of \$89,491.45 from Arrow, LLC's Series D holdings, paid in common stock.
 - (2) By Arrow, LLC. Matthew Van Steenwyk is Director of Arrow, LLC, direct owner of shares.
 - (3) Dividend of \$37,500 from Arrow, LLC's Series D holdings, paid in common stock.
 - (4) By Arrow, LLC. Matthew Van Steenwyk is Director of Arrow, LLC, direct owner of shares.
 - (5) Dividend of \$55,102 from Arrow, LLC's Series D-2 holdings, paid in common stock.
 - (6) By Arrow, LLC. Matthew Van Steenwyk is Director of Arrow, LLC, direct owner of shares.
 - (7) Issued in connection with the conversion of \$644,661 (including \$4,661 of interest) due under four term loans, aggregating to \$640,000 at a price of \$.14 per share, along with an equal number of Common Stock warrants shown in Table II.
 - (8) Issued in connection with the conversion of an amount payable to Arrow, LLC of \$169,380 (comprising \$99,672 of interest and \$69,708 of principal) under the WPU Leasing Loan agreement.
 - (9) By Arrow, LLC. Matthew Van Steenwyk is Director of Arrow, LLC, direct owner of shares.
 - (10) Issued in connection with the conversion of a \$100,000 loan payable to The Matthew Donald Van Steenwyk GST Trust.
 - (11) Issued to The Matthew Donald Van Steenwyk GST Trust. Mr. Van Steenwyk is the trustee of said Trust.
 - (12) Issued to The Matthew David Van Steenwyk GST Trust. Mr. Van Steenwyk is the trustee of said Trust.

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.