

AMERICAN POWER GROUP Corp

Form 4

August 16, 2016

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 *
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

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

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

(Street)
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 Beneficial 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 \$.01 per share						\$ 0.1395			See Footnote 6 <u>(6)</u>
Common Stock, par value \$.01 per share	07/05/2016	J ⁽⁷⁾	4,604,722	A		\$ 0.14	12,290,744	D	
Common Stock, par value \$.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 \$.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.

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Warrants	\$ 0.14	07/05/2016		P		4,604,722		07/05/2016	07/05/2021	Common Stock, par value \$.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 \$.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.

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