

Weston Jamie  
 Form 4  
 April 11, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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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 \*  
 Weston Jamie

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)  
 C/O SPRING MOUNTAIN CAPITAL, 65 EAST 55TH STREET, 33RD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
 03/28/2013

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

(Street)  
 NEW YORK, NY 10022

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)
Common Stock	03/31/2013		J	18,332 A	\$ 0.6781 75,603	I	See Footnote (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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Additional Investment Right (right to buy)	<u>(2)</u>	03/28/2013		C	16.33	03/28/2013	03/31/2013	Common Stock
10% Convertible Preferred Stock	\$ 0.4	03/28/2013		C	16.33	03/28/2013	<u>(2)</u>	Common Stock
Common Stock Warrants (right to buy)	\$ 0.5	03/28/2013		C	408,333	03/28/2013	09/28/2018	Common Stock

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Weston Jamie  
C/O SPRING MOUNTAIN CAPITAL  
65 EAST 55TH STREET, 33RD FLOOR  
NEW YORK, NY 10022

X

## Signatures

/s/ Jamie  
Weston 04/11/2013

\*\*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).

SMC Employees Partnership ("SMC EP") received 18,332 shares of the Issuer's common stock as a payment-in-kind dividend on 65.33 shares of the Issuer's 10% Convertible Preferred Stock ("Preferred Stock") owned at the time of the dividend payment date. Mr. Weston is

(1) a partner in SMC EP and pursuant to Rule 16a-1 of the Securities Exchange Act of 1934, as amended, he may be deemed to be the beneficial owner of any securities reported herein that are beneficially owned by SMC EP. Mr. Weston disclaims beneficial ownership with respect to any shares of common stock except to the extent of his pecuniary interest therein.

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On March 28, 2013, SMC EP exercised an additional investment right ("AIR") issued to SMC EP as part of an investment in the Issuer that closed on April 30, 2012. Pursuant to the terms of the AIR, in exchange for an aggregate exercise price of \$163,333.33, SMC EP (2) received an additional 16.33 shares of Preferred Stock, which are convertible into 408,333 shares of the Issuer's common stock ("Common Stock"), and Common Stock purchase warrants exercisable for 408,333 shares of Common Stock (the "Warrants"). The Warrants expire on September 28, 2018 and the Preferred Stock has no expiration date.

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