

AMERICAN POWER GROUP Corp
 Form 4/A
 September 04, 2015

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 *
 Spring Mountain Capital G.P., LLC

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)
 08/24/2015

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

C/O SPRING MOUNTAIN CAPITAL, LP, 650 MADISON AVENUE, 20TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/27/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount
Common Stock Purchase Warrant	\$ 0.2	08/24/2015		A	1,500,000 (1)	08/24/2015	08/24/2019	Common Stock	1,500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spring Mountain Capital G.P., LLC C/O SPRING MOUNTAIN CAPITAL, LP 650 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	X	X		
Spring Mountain Capital, LLC C/O SPRING MOUNTAIN CAPITAL, LP 650 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	X	X		
Spring Mountain Capital, LP C/O SPRING MOUNTAIN CAPITAL, LP 650 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	X	X		
Steffens John C/O SPRING MOUNTAIN CAPITAL, LP 650 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	X	X		
Ho Gregory P. C/O SPRING MOUNTAIN CAPITAL, LP 650 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022	X	X		

Signatures

SPRING MOUNTAIN CAPITAL G.P., LLC, By: /s/ Gregory P. Ho, Managing Member 09/04/2015
 **Signature of Reporting Person Date

SPRING MOUNTAIN CAPITAL, LLC, By: /s/ Gregory P. Ho, Managing Member 09/04/2015
 **Signature of Reporting Person Date

SPRING MOUNTAIN CAPITAL, LP, By: Spring Mountain Capital, LLC, General Partner, /s/ Gregory P. Ho, Managing Member 09/04/2015

	Date
__Signature of Reporting Person	
/s/ John L. Steffens	09/04/2015
__Signature of Reporting Person	Date
/s/ Gregory P. Ho	09/04/2015
__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) On August 24, 2015, SMC Private Equity Holdings, LP ("SMC Holdings LP") acquired a Common Stock Purchase Warrant (the "Warrant") which is exercisable for up to 1,500,000 shares of the Issuer's common stock upon funding of a loan from SMC Holdings LP indirectly to the Issuer in the aggregate amount of \$1,500,000.00 (the "Loan"). The Warrant vests with respect to SMC Holdings LP's right to exercise the Warrant into shares of the Issuer's common stock at a rate of 1 share of the Issuer's common stock per \$1.00 of the Loan funded by SMC Holdings LP indirectly to the Issuer.

(2) SMC Private Equity Holdings G.P., LLC ("SMC Holdings GP") is the general partner of SMC Holdings LP. Spring Mountain Capital G.P., LLC ("Spring Mountain GP") is the managing member of SMC Holdings GP, and pursuant to Rule 16a-1 of the Securities Exchange Act of 1934, as amended, it may be deemed to be the beneficial owner of any securities reported herein that are beneficially owned by SMC Holdings LP. Each of SMC Holdings GP and Spring Mountain GP disclaims beneficial ownership with respect to any such securities except to the extent of its pecuniary interest therein. Spring Mountain GP has the right to appoint two Directors of the Issuer and currently, Raymond Wong and Jamie Weston have been appointed by Spring Mountain GP as Directors of the Issuer. The reporting persons may be deemed to be Directors by deputization by reason of Mr. Wong and Mr. Weston, and any successor appointees, serving as Directors of the Issuer.

(3) Spring Mountain Capital, LP ("SMC LP") acts as investment manager to SMC Holdings LP. Spring Mountain Capital, LLC ("SMC LLC") is the general partner of SMC LP. Pursuant to Rule 16a-1 of the Securities Exchange Act of 1934, as amended, each of SMC LP and SMC LLC may be deemed to be the beneficial owner of any securities reported herein that are beneficially owned by SMC Holdings LP. Each of SMC LP and SMC LLC disclaims beneficial ownership with respect to any such securities except to the extent of its pecuniary interest therein.

(4) Mr. John L. Steffens and Mr. Gregory P. Ho are managing members of Spring Mountain GP and SMC LLC, and thus are deemed to have voting and investment control of the Warrant. Pursuant to Rule 16a-1 of the Securities Exchange Act of 1934, as amended, each of Mr. Steffens and Mr. Ho may be deemed to be the beneficial owner of any securities reported herein that may be deemed to be beneficially owned by SMC Holdings LP, SMC Holdings GP and Spring Mountain GP. Each of Mr. Steffens and Mr. Ho disclaims beneficial ownership with respect to any such securities except to the extent of his pecuniary interest therein.

Remarks:

This Form 4/A amends the Form 4 filed on 08/27/2015 to add SMC LP and SMC LLC as reporting persons, in accordance with

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.