

AMERICAN POWER GROUP Corp

Form 4

July 12, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Spring Mountain Capital, 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)  
07/05/2016

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

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

(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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/05/2016		J <sup>(1)</sup>		238,949	A	\$ 0.1395	1,781,781	D <sup>(1)</sup>	
Common Stock	07/05/2016		J <sup>(2)(3)</sup>		716,846	A	\$ 0.1395	3,626,332	I	See Footnotes <sup>(2)</sup> <sup>(3)</sup>
Common Stock	07/05/2016		J <sup>(4)</sup>		833,931	A	\$ 0.1395	4,499,803	I	See Footnote <sup>(4)</sup>
Common	07/05/2016		J <sup>(5)</sup>		117,085	A	\$	873,471	D <sup>(5)</sup>	

See  
Footnotes  
(2) (3)

See  
Footnote  
(4)

Stock

0.1395

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.**

SEC 1474  
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spring Mountain Capital, LLC C/O SPRING MOUNTAIN CAPITAL 65 EAST 55TH STREET, 33RD FLOOR NEW YORK, NY 10022	X	X		
SMC Select Co-Investment Fund I LP C/O SPRING MOUNTAIN CAPITAL 65 EAST 55TH STREET, 33RD FLOOR NEW YORK, NY 10022	X	X		
SMC Select Co-Investment I GP, LLC C/O SPRING MOUNTAIN CAPITAL 65 EAST 55TH STREET, 33RD FLOOR NEW YORK, NY 10022	X	X		
Spring Mountain Capital G.P., LLC C/O SPRING MOUNTAIN CAPITAL 65 EAST 55TH STREET, 33RD FLOOR NEW YORK, NY 10022	X	X		
	X	X		

Spring Mountain Capital, LP  
C/O SPRING MOUNTAIN CAPITAL  
65 EAST 55TH STREET, 33RD FLOOR  
NEW YORK, NY 10022

SMC Employees Partnership  
C/O SPRING MOUNTAIN CAPITAL  
65 EAST 55TH STREET, 33RD FLOOR X X  
NEW YORK, NY 10022

Steffens John  
C/O SPRING MOUNTAIN CAPITAL  
65 EAST 55TH STREET, 33RD FLOOR X X  
NEW YORK, NY 10022

Ho Gregory P.  
C/O SPRING MOUNTAIN CAPITAL  
65 EAST 55TH STREET, 33RD FLOOR X X  
NEW YORK, NY 10022

## Signatures

SPRING MOUNTAIN CAPITAL, LLC, By: /s/ Gregory P. Ho, Managing Member	07/12/2016
__Signature of Reporting Person	Date

SMC SELECT CO-INVESTMENT FUND I, LP, By: SMC Select Co-Investment I GP, LLC, General Partner, By: Spring Mountain Capital G.P., LLC, Member, /s/ Gregory P. Ho, Managing Member	07/12/2016
__Signature of Reporting Person	Date

SMC SELECT CO-INVESTMENT I GP, LLC, By: Spring Mountain Capital G.P., LLC, Member, /s/ Gregory P. Ho, Managing Member	07/12/2016
__Signature of Reporting Person	Date

SPRING MOUNTAIN CAPITAL G.P., LLC, By: /s/ Gregory P. Ho, Managing Member	07/12/2016
__Signature of Reporting Person	Date

SPRING MOUNTAIN CAPITAL, LP, By: Spring Mountain Capital, LLC, General Partner, /s/ Gregory P. Ho, Managing Member	07/12/2016
__Signature of Reporting Person	Date

SMC EMPLOYEES PARTNERSHIP, By: /s/ Gregory P. Ho, Authorized Signatory	07/12/2016
__Signature of Reporting Person	Date

/s/ John L. Steffens	07/12/2016
__Signature of Reporting Person	Date

/s/ Gregory P. Ho	07/12/2016
__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) SMC Select Co-Investment Fund I, LP ("SMC Co-Investment") received 238,949 shares of the Issuer's common stock as a payment-in-kind dividend on 133.33 shares of the Issuer's 10% Convertible Preferred Stock ("Preferred Stock") owned at the time of the dividend payment date. SMC Select Co-Investment I GP, LLC is the general partner of SMC Co-Investment ("SMC Co-Investment 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 Co-Investment. SMC Co-Investment GP disclaims beneficial ownership with respect to any shares of common stock except to the extent of its pecuniary interest therein.

(2) Spring Mountain Capital G.P., LLC ("Spring Mountain GP") is the general partner to SMC Reserve Fund II, LP ("SMC Reserve II") and SMC Reserve Fund II Offshore, LP ("SMC Reserve II Offshore"), neither of which is a reporting person, and is the sole member of SMC Co-Investment GP. Entities over which Spring Mountain GP is deemed to have voting and investment control received 716,846 shares of the Issuer's common stock as a payment-in-kind dividend on 399.99 shares of the Issuer's Preferred Stock owned at the time of the dividend payment date. Spring Mountain Capital, LP ("SMC LP") acts as investment manager to SMC Reserve II, SMC Reserve II Offshore and SMC Co-Investment. Spring Mountain Capital, LLC ("SMC LLC") is the general partner of SMC LP.

(3) Pursuant to Rule 16a-1 of the Securities Exchange Act of 1934, as amended, each of Spring Mountain GP, SMC LP and SMC LLC may be deemed to be the beneficial owner of any securities reported herein that are beneficially owned by SMC Reserve II, SMC Reserve II Offshore and SMC Co-Investment. Each of Spring Mountain GP, SMC LP and SMC LLC disclaims beneficial ownership with respect to any shares of common stock 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, employees of SMC LP, have been appointed 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.

(4) Mr. John L. Steffens and Mr. Gregory P. Ho are managing members of Spring Mountain GP and SMC LLC, and are also partners in SMC Employees Partnership ("SMC EP"). Entities over which Mr. Steffens and Mr. Ho are deemed to have voting and investment control received an aggregate of 833,931 shares of the Issuer's common stock as a payment-in-kind dividend on 465.32 shares of the Issuer's Preferred Stock owned at the time of the dividend payment date. 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 Reserve II, SMC Reserve II Offshore, SMC Co-Investment and SMC EP. Each of Mr. Steffens and Mr. Ho disclaims beneficial ownership with respect to any shares of common stock except to the extent of his pecuniary interest therein.

(5) SMC EP received 117,085 shares of the Issuer's common stock as a payment-in-kind dividend on 65.33 shares of the Issuer's Preferred Stock owned at the time of the dividend payment date.

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.