

Ho Gregory P.  
Form 4  
December 21, 2017

**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)

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

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/19/2017

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

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  
\_\_X\_\_ 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	12/19/2017		S <sup>(1)</sup>	1,947,370	D <u>(2)</u> 0	D	
Common Stock	12/19/2017		S <sup>(3)(4)</sup>	4,123,095	D <u>(2)</u> 0	I	See Footnotes (3) (4)
Common Stock	12/19/2017		S <sup>(5)</sup>	5,077,704	D <u>(2)</u> 0	I	See Footnotes (5)
Common	12/19/2017		S <sup>(6)</sup>	954,209	D <u>(2)</u> 0	D	

Stock

Common Stock      12/19/2017      S<sup>(15)</sup>      1,740,585      D      (2)      0      D

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
10% Convertible Preferred Stock	\$ 0.4	12/19/2017		S	133.3333	<u>(7)</u>	<u>(7)</u>	Common Stock	3
Common Stock Warrants (right to buy)	\$ 0.5	12/19/2017		S	2,500,000	10/31/2012	05/30/2020	Common Stock	2
Common Stock Warrants (right to buy)	\$ 0.5	12/19/2017		S	833,333	03/28/2013	09/28/2018	Common Stock	8
10% Convertible Preferred Stock	\$ 0.4	12/19/2017		S	399.9999	<u>(7)</u>	<u>(7)</u>	Common Stock	9
Common Stock Warrants (right to buy)	\$ 0.5	12/19/2017		S	7,500,000	10/31/2012	05/30/2020	Common Stock	7
Common Stock Warrants	\$ 0.5	12/19/2017		S	2,499,999	03/28/2013	09/28/2018	Common Stock	2

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(right to buy)									
10% Convertible Preferred Stock	\$ 0.4	12/19/2017	S	465.3333	<u>(7)</u>	<u>(7)</u>	Common Stock	11	
Series C Convertible Preferred Stock	\$ 0.2	12/19/2017	S	51.932	<u>(13)</u>	<u>(13)</u>	Common Stock	2	
Common Stock Warrants (right to buy)	\$ 0.5	12/19/2017	S	8,725,000	10/31/2012	05/30/2020	Common Stock	8	
Common Stock Warrants (right to buy)	\$ 0.5	12/19/2017	S	2,908,332	03/28/2013	09/28/2018	Common Stock	2	
Common Stock Warrants (right to buy)	\$ 0.2	12/19/2017	S	2,596,575	10/21/2016	10/21/2020	Common Stock	2	
10% Convertible Preferred Stock	\$ 0.4	12/19/2017	S	65.3333	<u>(7)</u>	<u>(7)</u>	Common Stock	1	
Series C Convertible Preferred Stock	\$ 0.2	12/19/2017	S	51.932	<u>(13)</u>	<u>(13)</u>	Common Stock	2	
Common Stock Warrants (right to buy)	\$ 0.5	12/19/2017	S	1,225,000	10/31/2012	05/30/2020	Common Stock	1	
Common Stock Warrants (right to buy)	\$ 0.5	12/19/2017	S	408,333	03/28/2013	09/28/2018	Common Stock	4	
Common Stock Warrants	\$ 0.2	12/19/2017	S	2,596,575	10/21/2016	10/21/2020	Common Stock	2	

(right to  
buy)

10%

Convertible  
Preferred  
Stock

\$ 0.4

12/19/2017

S

213.3333

(7)(7)Common  
Stock

5

Common  
StockWarrants  
(right to  
buy)

\$ 0.5

12/19/2017

S

4,000,000

10/31/2012

05/30/2020

Common  
Stock

4

Common  
StockWarrants  
(right to  
buy)

\$ 0.5

12/19/2017

S

1,333,333

03/28/2013

09/28/2018

Common  
Stock

1

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spring Mountain Capital, LLC C/O SPRING MOUNTAIN CAPITAL 650 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022		X		
SMC Select Co-Investment Fund I LP C/O SPRING MOUNTAIN CAPITAL 650 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022		X		
SMC Select Co-Investment I GP, LLC C/O SPRING MOUNTAIN CAPITAL 650 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022		X		
Spring Mountain Capital G.P., LLC C/O SPRING MOUNTAIN CAPITAL 650 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022		X		
Spring Mountain Capital, LP C/O SPRING MOUNTAIN CAPITAL 650 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022		X		
SMC Employees Partnership C/O SPRING MOUNTAIN CAPITAL 650 MADISON AVENUE, 20TH FLOOR NEW YORK, NY 10022		X		

Steffens John  
C/O SPRING MOUNTAIN CAPITAL  
650 MADISON AVENUE, 20TH FLOOR  
NEW YORK, NY 10022

X

Ho Gregory P.  
C/O SPRING MOUNTAIN CAPITAL  
650 MADISON AVENUE, 20TH FLOOR  
NEW YORK, NY 10022

X

SMC Reserve Fund II, LP  
C/O SPRING MOUNTAIN CAPITAL  
650 MADISON AVENUE, 20TH FLOOR  
NEW YORK, NY 10022

X

## Signatures

SPRING MOUNTAIN CAPITAL, LLC, By: /s/ Gregory P. Ho, Managing Member

12/21/2017

\_\_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

12/21/2017

\_\_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

12/21/2017

\_\_Signature of Reporting Person

Date

SPRING MOUNTAIN CAPITAL G.P., LLC, By: /s/ Gregory P. Ho, Managing Member

12/21/2017

\_\_Signature of Reporting Person

Date

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

12/21/2017

\_\_Signature of Reporting Person

Date

SMC EMPLOYEES PARTNERSHIP, By: /s/ Gregory P. Ho, Authorized Signatory

12/21/2017

\_\_Signature of Reporting Person

Date

/s/ John L. Steffens

12/21/2017

\_\_Signature of Reporting Person

Date

/s/ Gregory P. Ho

12/21/2017

\_\_Signature of Reporting Person

Date

SMC RESERVE FUND II, LP, By: Spring Mountain Capital G.P., LLC, General Partner, /s/  
Gregory P. Ho, Managing Member

12/21/2017

\_\_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 Select Co-Investment Fund I, LP ("SMC Co-Investment") sold 1,947,370 shares of the Issuer's common stock, par \$0.01 par value per share ("Common Stock"). 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 have been the beneficial owner of any securities reported herein that were 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) All securities reported on this Form 4 were sold for an aggregate purchase price of \$4.00.

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"), which is not 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 sold 4,123,095 shares of Common Stock. 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.

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 have been the beneficial owner of any securities reported herein that were 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.

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 sold an aggregate of 5,077,704 shares of Common Stock. 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 have been the beneficial owner of any securities reported herein that may be deemed to have been 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.

(6) SMC EP sold 954,209 shares of Common Stock.

(7) The 10% Convertible Preferred Stock ("10% Preferred Stock") is convertible at any time, at the respective holder's election and has no expiration date.

SMC Co-Investment sold (i) 133,333 shares of 10% Preferred Stock, which are convertible into 3,333,333 shares of Common Stock, and (ii) warrants to purchase Common Stock at an initial exercise price of \$0.50 per share ("10% Preferred Stock") exercisable for up to 3,333,333 shares of Common Stock. SMC Co-Investment GP 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 have been the beneficial owner of any securities reported herein that were 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.

Spring Mountain GP is the general partner to SMC Reserve II and SMC Reserve II Offshore, which is not 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 sold (i) 399,999 shares of 10% Preferred Stock, which are convertible into 9,999,999 shares of Common Stock, and (ii) \$0.50 Warrants exercisable for up to 9,999,999 shares of Common Stock. SMC LP acts as investment manager to SMC Reserve II, SMC Reserve II Offshore and SMC Co-Investment. 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 Spring Mountain GP, SMC LP and SMC LLC may be deemed to have been the beneficial owner of any securities reported herein that were 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.

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 sold (i) 465,333 shares of 10% Preferred Stock, which are convertible into 11,633,332 shares of Common Stock, (ii) 51,9320 shares of Series C Preferred Stock, which are convertible into 2,596,600 shares of Common Stock, (iii) \$0.50 Warrants exercisable for up to 11,633,332 shares of Common Stock, and (iv) warrants to purchase Common Stock at an initial exercise price of \$0.20 per share ("10% Preferred Stock") exercisable for up to 2,596,575 shares of Common Stock.

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 have been the beneficial owner of any securities reported herein that may be deemed to have been 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.

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- (13) The Series C Convertible Preferred Stock ("Series C Preferred Stock") is convertible at any time, at the respective holder's election and has no expiration date.

- SMC EP sold (i) 65.3333 shares of 10% Preferred Stock, which are convertible into 1,633,333 shares of Common Stock, (ii) 51.9320 shares of Series C Preferred Stock, which are convertible into 2,596,600 shares of Common Stock, (iii) \$0.50 Warrants exercisable for up to 1,633,333 shares of Common Stock, and (iv) \$0.20 Warrants exercisable for up to 2,596,575 shares of Common Stock.

- (15) SMC Reserve II sold 1,740,585 shares of Common Stock.

- (16) SMC Reserve II sold (i) 213.3333 shares of 10% Preferred Stock, which are convertible into 5,333,333 shares of Common Stock, and (ii) \$0.50 Warrants exercisable for up to 5,333,333 shares of Common Stock.

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.