

AMERICAN POWER GROUP Corp
 Form 3/A
 December 31, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â BRAVERMAN NEIL K		(Month/Day/Year)	AMERICAN POWER GROUP Corp [APGI]	
(Last)	(First)	(Middle)	04/30/2012	
4454 WAYSIDE DR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	05/10/2012
NAPLES,Â FLÂ 34119			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Officer	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below)	(specify below)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Additional Investment Right (right to buy) (1) Â (2) Â (2) Common Stock (3) (3) \$ (3) I member (1) (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRAVERMAN NEIL K 4454 WAYSIDE DR NAPLES, FL 34119	<u>Â</u> X	<u>Â</u>	<u>Â</u>	<u>Â</u>

Signatures

/s/ Charles E Coppa, Attorney
in fact 12/21/2012

 **Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The Additional Investment Right ("AIR") was granted by the Issuer to Associated Private Equity, LLC ("Associated"), in connection with Associated's investment in the Issuer. Mr. Braverman is a member of Associated, an entity which beneficially owns 875,000 shares of Common Stock issuable upon conversion of Preferred Stock that Associated has the right to acquire in accordance with the AIR and

(1) 875,000 shares of Common Stock issuable upon exercise of the Warrants that Associated has the right to acquire in accordance with the AIR. Pursuant to Rule 16a-1 of the Securities Exchange Act of 1934, as amended, Mr. Braverman may be deemed to be the beneficial owner of any securities reported herein that may be deemed to be beneficially owned by Associated. Mr. Braverman disclaims beneficial ownership with respect to any shares of Common Stock except to the extent of his pecuniary interest therein.

(2) The AIR is exercisable from April 30, 2012 to March 31, 2013.

(3) The AIR permits the holder to purchase additional investment units with each unit comprised of one share of 10% Convertible Preferred Stock (the "Preferred Stock") and a warrant exercisable for 25,000 shares of Common Stock (the "Warrants"). The Preferred Stock is convertible into Common Stock at a conversion price of \$.40 per share and the Warrants are exercisable for Common Stock at an exercise price of \$.50 per share.

(4) The AIR was omitted from Mr. Braverman's original Form 3.

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.