

FALIKS AVIEL
Form 4
April 11, 2013

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 *
FALIKS AVIEL

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 ST.,
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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
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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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)	(2)	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 (2)	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
FALIKS AVIEL C/O SPRING MOUNTAIN CAPITAL 65 EAST 55TH ST., 33RD FLOOR NEW YORK, NY 10022	X			

Signatures

/s/ Aviel Faliks 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).
- (1) 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. Faliks is 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.
- (2)

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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 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.

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.