

AMERICAN POWER GROUP Corp

Form 4

April 29, 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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COPPA CHARLES

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)  
AMERICAN POWER GROUP, 7  
KIMBALL LANE BLDG 1

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/25/2016

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

(Street)  
LYNNFIELD, MA 01940

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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. 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)			
				Code V Amount (D) Price			
Common Stock					772,494	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  
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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Common Stock Purchase Option	<u>(1)</u>	04/25/2016	04/25/2016	J		707,000		<u>(1)</u>	<u>(1)</u>	Common Stock	707,000
Common Stock Purchase Option	\$ 0.1	04/25/2016	04/25/2016	A		700,000		04/25/2016	04/25/2026	Common Stock	700,000
Common Stock Purchase Option	\$ 0.1	04/25/2016	04/25/2016	A		500,000		<u>(2)</u>	<u>(2)</u>	Common Stock	500,000
Common Stock Purchase Options	\$ 0.1	04/25/2016	04/25/2016	A		800,000		<u>(3)</u>	<u>(3)</u>	Common Stock	800,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COPPA CHARLES AMERICAN POWER GROUP 7 KIMBALL LANE BLDG 1 LYNNFIELD, MA 01940	CFO and Treasurer

## Signatures

/s/Charles E  
Coppa 04/29/2016

\_\_\_\_\_  
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) Options to purchase 125,000 shares of common stock having exercise prices ranging from \$.45 to \$.80 per share which vested immediately upon date of grant and had a term of 10 years from date of grant were terminated by the company. Options to purchase 582,000 shares of common stock having exercise prices ranging from \$.23 to \$.36 per share which vested equally over a 5 year term from date of grant and had a term of 10 years from date of grant were terminated by the company.

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- (2) The options vest equally over a 5 year period from date of grant and have a term of 10 years from date of grant.
- (3) The options are exercisable in annual increments of 200,000 commencing in 2017 and ending in 2020 based on achievement of pre-determined performance goals set by the company's Board of Directors. The options have a term of 10 years from date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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