

AMERICAN POWER GROUP Corp  
Form SC 13D/A  
November 02, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**(Amendment No. 4)**

**Under the Securities Exchange Act of 1934**

**AMERICAN POWER GROUP CORPORATION**  
**(Name of Issuer)**

**Common Stock, \$0.01 par value per share**  
**(Title of Class of Securities)**

**395379 30 8**  
**(CUSIP Number)**

**Spring Mountain Capital, LP**

**65 East 55th Street, 33rd Floor**

**New York, NY 10022**

**Tel.: (212) 292-8300**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**Copy to:**

**J. Fraser Collin**

**Burns & Levinson LLP**

**125 Summer Street**

**Boston, Massachusetts 02110**

**(617) 345-3000**

**October 21, 2015**

**(Date of Event which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. NOT APPLICABLE

NAME OF REPORTING PERSON

1

SMC Select Co-Investment Fund I, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF SOLE VOTING POWER

SHARES

7

BENEFICIALLY 7,680,464\*

OWNED BY

**EACH** SHARED VOTING POWER  
**REPORTING**  
**PERSON** 8  
0  
**WITH** SOLE DISPOSITIVE POWER

9  
7,680,464\*

**10** SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**11**

7,680,464\*

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

**12**

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

14.54%\*\*

**14**

TYPE OF REPORTING PERSON

PN

Includes 1,013,798 shares of Common Stock, 3,333,333 shares of Common Stock issuable upon conversion of \*Preferred Stock beneficially owned by the Reporting Person and 3,333,333 shares of Common Stock issuable upon exercise of Warrants beneficially owned by the Reporting Person.

\*\* The percentage was calculated based on 52,810,755 shares of Common Stock issued and outstanding as reported by the Issuer in its Form 10-Q for the quarter ended August 13, 2015.

NAME OF REPORTING PERSON

1

SMC Reserve Fund II, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 10,913,536\*

**OWNED BY**

SHARED VOTING POWER

**EACH**

**REPORTING**

**8**

0

**PERSON**

**WITH**

SOLE DISPOSITIVE POWER

**9**

10,913,536\*

**10** SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**11**

10,913,536\*

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

**12**

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

17.2%\*\*

**14**

TYPE OF REPORTING PERSON

PN

Includes 246,870 shares of Common Stock, 5,333,333 shares of Common Stock issuable upon conversion of \*Preferred Stock beneficially owned by the Reporting Person and 5,333,333 shares of Common Stock issuable upon exercise of Warrants beneficially owned by the Reporting Person.

\*\* The percentage was calculated based on 52,810,755 shares of Common Stock issued and outstanding as reported by the Issuer in its Form 10-Q for the quarter ended August 13, 2015.



NAME OF REPORTING PERSON

1

SMC Reserve Fund II Offshore, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 2,728,383\*

**OWNED BY**

SHARED VOTING POWER

**EACH**

**REPORTING**      **8**

0

**PERSON**

**WITH**

SOLE DISPOSITIVE POWER

**9**

2,728,383\*

**10** SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**11**

2,728,383\*

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES   

**12**

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

4.9%\*\*

**14**

TYPE OF REPORTING PERSON

PN

Includes 61,717 shares of Common Stock, 1,333,333 shares of Common Stock issuable upon conversion of  
\*Preferred Stock beneficially owned by the Reporting Person and 1,333,333 shares of Common Stock issuable upon  
exercise of Warrants beneficially owned by the Reporting Person.

\*\* The percentage was calculated based on 52,810,755 shares of Common Stock issued and outstanding as reported by  
the Issuer in its Form 10-Q for the quarter ended August 13, 2015.

4

NAME OF REPORTING PERSON

1

SMC Employees Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 8,956,957\*

**OWNED BY**

SHARED VOTING POWER

**EACH**

**REPORTING**      **8**

0

**PERSON**

**WITH**

SOLE DISPOSITIVE POWER

**9**

8,956,957\*

**10** SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**11**

8,956,957\*

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES   

**12**

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

13.2%\*\*

**14**

TYPE OF REPORTING PERSON

PN

Includes 497,159 shares of Common Stock, 1,633,333 shares of Common Stock issuable upon conversion of Preferred Stock beneficially owned by the Reporting Person, 2,596,575 shares of Common Stock issuable upon conversion of Series C Preferred Stock and 4,229,908 shares of Common Stock issuable upon exercise of Warrants beneficially owned by the Reporting Person.

\*\* The percentage was calculated based on 52,810,755 shares of Common Stock issued and outstanding as reported by the Issuer in its Form 10-Q for the quarter ended August 13, 2015.

5

NAME OF REPORTING PERSON

1

SMC Select Co-Investment I GP, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER  
SHARES

BENEFICIALLY 7,568,117\*

**OWNED BY**

SHARED VOTING POWER

**EACH**

**REPORTING**

**8**

0

**PERSON**

**WITH**

SOLE DISPOSITIVE POWER

**9**

7,568,117\*

**10** SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**11**

7,568,117\*

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

**12**

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

12.5%\*\*

**14**

TYPE OF REPORTING PERSON

OO



Includes 901,451 shares of Common Stock, 3,333,333 shares of Common Stock issuable upon conversion of Preferred Stock beneficially owned by the Reporting Person and 3,333,333 shares of Common Stock issuable upon \* exercise of Warrants beneficially owned by the Reporting Person. These shares of Common Stock are being reported as beneficially owned by the Reporting Person solely because it acts as the general partner of SMC Select Co-Investment Fund I, LP. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein.

\*\* The percentage was calculated based on 52,810,755 shares of Common Stock issued and outstanding as reported by the Issuer in its Form 10-Q for the quarter ended August 13, 2015.

NAME OF REPORTING PERSON

1

SMC Private Equity Holdings G.P., LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 1,500,000\*

**OWNED BY**

SHARED VOTING POWER

**EACH**

**REPORTING**

**8**

0

**PERSON**

**WITH**

SOLE DISPOSITIVE POWER

**9**

1,500,000\*

**10** SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**11**

1,500,000\*

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

**12**

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

2.8%\*\*

**14**

TYPE OF REPORTING PERSON

OO

\*Includes 1,500,000 shares of Common Stock issuable upon exercise of Warrants beneficially owned by the Reporting Person.

\*\*The percentage was calculated based on 52,810,755 shares of Common Stock issued and outstanding as reported by the Issuer in its Form 10-Q for the quarter ended August 13, 2015.

NAME OF REPORTING PERSON

1

SMC Private Equity Holdings, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

**BENEFICIALLY** 1,500,000\*

**OWNED BY**

SHARED VOTING POWER

**EACH**

**REPORTING** 8

0

**PERSON**

**WITH**

SOLE DISPOSITIVE POWER

9

1,500,000\*

**10** SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**11**

1,500,000\*

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

**12**

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

2.8%\*\*

**14**

TYPE OF REPORTING PERSON

PN

\* Includes 1,500,000 shares of Common Stock issuable upon exercise of Warrants beneficially owned by the Reporting Person.

\*\* The percentage was calculated based on 52,810,755 shares of Common Stock issued and outstanding as reported by the Issuer in its Form 10-Q for the quarter ended August 13, 2015.

8

NAME OF REPORTING PERSON

1

Spring Mountain Capital G.P., LLC

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP

2

(a)  (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES



**BENEFICIALLY** 22,822,383\*

**OWNED BY**

SHARED VOTING POWER

**EACH**

**REPORTING** 8

0

**PERSON**

**WITH**

SOLE DISPOSITIVE POWER

9

22,822,383\*

**10** SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**11**

22,822,383\*

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

**12**

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

43.26%\*\*

**14**

TYPE OF REPORTING PERSON

OO

Includes 1,322,385 shares of Common Stock, 9,999,999 shares of Common Stock issuable upon conversion of Preferred Stock beneficially owned by the Reporting Person and 11,499,999 shares of Common Stock issuable upon exercise of Warrants beneficially owned by the Reporting Person. These shares of Common Stock are being reported \*as beneficially owned by the Reporting Person solely because it acts as the managing member of SMC Select Co-Investment I GP, LLC and SMC Private Equity Holdings G.P., LLC, and the general partner of SMC Reserve Fund II, LP and SMC Reserve Fund II Offshore, LP. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein.

\*\* The percentage was calculated based on 52,810,755 shares of Common Stock issued and outstanding as reported by the Issuer in its Form 10-Q for the quarter ended August 13, 2015.

NAME OF REPORTING PERSON

1

Spring Mountain Capital, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF SOLE VOTING POWER

SHARES

7

BENEFICIALLY 22,822,383\*

OWNED BY

8 SHARED VOTING POWER

**EACH**

**REPORTING**            0

**PERSON**

SOLE DISPOSITIVE POWER

**WITH**

**9**  
22,822,383\*

**10** SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**11**

22,822,383\*

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES   

**12**

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

43.26%\*\*

TYPE OF REPORTING PERSON

**14**

PN

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Includes 1,322,385 shares of Common Stock, 9,999,999 shares of Common Stock issuable upon conversion of Preferred Stock beneficially owned by the Reporting Person and 11,499,999 shares of Common Stock issuable upon exercise of Warrants beneficially owned by the Reporting Person. These shares of Common Stock are being reported \*as beneficially owned by the Reporting Person solely because it acts as investment manager of SMC Reserve Fund II, LP, SMC Select Co-Investment Fund I, LP, SMC Reserve Fund II Offshore, LP and SMC Private Equity Holdings, LP. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein.

\*\* The percentage was calculated based on 52,810,755 shares of Common Stock issued and outstanding as reported by the Issuer in its Form 10-Q for the quarter ended August 13, 2015.

NAME OF REPORTING PERSON

1

Spring Mountain Capital, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 22,822,383\*

**OWNED BY**

SHARED VOTING POWER

**EACH**

**REPORTING**

**8**

0

**PERSON**

**WITH**

SOLE DISPOSITIVE POWER

**9**

22,822,383\*

**10** SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**11**

22,822,383\*

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

**12**

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

43.26%\*\*

**14**

TYPE OF REPORTING PERSON

OO

Includes 1,322,385 shares of Common Stock, 9,999,999 shares of Common Stock issuable upon conversion of Preferred Stock beneficially owned by the Reporting Person and 11,499,999 shares of Common Stock issuable upon \* exercise of Warrants beneficially owned by the Reporting Person. These shares of Common Stock are being reported as beneficially owned by the Reporting Person solely because it acts as general partner of Spring Mountain Capital, LP. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein.

\*\* The percentage was calculated based on 52,810,755 shares of Common Stock issued and outstanding as reported by the Issuer in its Form 10-Q for the quarter ended August 13, 2015.



NAME OF REPORTING PERSON

1

John L. Steffens

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP

2

(a)  (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 31,799,358\*

**OWNED BY**

SHARED VOTING POWER

**EACH**

**REPORTING**

**8**

0

**PERSON**

**WITH**

SOLE DISPOSITIVE POWER

**9**

31,799,358\*

**10** SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**11**

31,799,358\*

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

**12**

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

60.21%\*\*

**14**

TYPE OF REPORTING PERSON

IN

Includes 1,839,544 shares of Common Stock, 11,633,332 shares of Common Stock issuable upon conversion of Preferred Stock beneficially owned by the Reporting Person, 2,596,575 shares of Common Stock issuable upon conversion of Series C Preferred Stock beneficially owned by the Reporting Person, and 15,729,907 shares of \* Common Stock issuable upon exercise of Warrants beneficially owned by the Reporting Person. These shares of \* Common Stock are being reported as beneficially owned by the Reporting Person solely because he acts as Managing Member of Spring Mountain Capital G.P., LLC and Spring Mountain Capital, LLC, and is a partner of SMC Employees Partnership. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

\*\* The percentage was calculated based on 52,810,755 shares of Common Stock issued and outstanding as reported by the Issuer in its Form 10-Q for the quarter ended August 13, 2015.

NAME OF REPORTING PERSON

1

Gregory P. Ho

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 31,799,358\*

**OWNED BY**

SHARED VOTING POWER

**EACH**

**REPORTING**

**8**

0

**PERSON**

**WITH**

SOLE DISPOSITIVE POWER

**9**

31,799,358\*

**10** SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**11**

31,799,358\*

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

**12**

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

60.21%\*\*

**14**

TYPE OF REPORTING PERSON

IN

Includes 1,839,544 shares of Common Stock, 11,633,332 shares of Common Stock issuable upon conversion of Preferred Stock beneficially owned by the Reporting Person, 2,596,575 shares of Common Stock issuable upon conversion of Series C Preferred Stock beneficially owned by the Reporting Person, and 15,729,907 shares of \* Common Stock issuable upon exercise of Warrants beneficially owned by the Reporting Person. These shares of \* Common Stock are being reported as beneficially owned by the Reporting Person solely because he acts as Managing Member of Spring Mountain Capital G.P., LLC and Spring Mountain Capital, LLC, and is a partner of SMC Employees Partnership. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

\*\* The percentage was calculated based on 52,810,755 shares of Common Stock issued and outstanding as reported by the Issuer in its Form 10-Q for the quarter ended August 13, 2015.

This Amendment No.4 to Schedule 13D (“Amendment No. 3”) is being filed on behalf of SMC Select Co-Investment Fund I, LP, SMC Reserve Fund II, LP, SMC Reserve Fund II Offshore, LP, SMC Employees Partnership, SMC Select Co-Investment I GP, LLC, SMC Private Equity Holdings G.P., LLC, SMC Private Equity Holdings, L.P., Spring Mountain Capital G.P., LLC, Spring Mountain Capital, LP, Spring Mountain Capital, LLC and Messrs. John L. Steffens and Gregory P. Ho and amends and supplements the Schedule 13D as originally filed with the Securities and Exchange Commission (the “SEC”) on May 10, 2012, as amended by Amendment No. 1 thereto, as filed with the SEC on April 12, 2013, and by Amendment No. 2 thereto, as filed with the SEC on January 8, 2015, and by Amendment No. 3 thereto, as filed with the SEC on September 4, 2015 (as amended, the “Schedule 13D”), with respect to shares of common stock, par value \$0.01 per share (“Common Stock”) of American Power Group Corporation (the “Company”).

Unless otherwise indicated in this Amendment No. 4, each capitalized term used but not otherwise defined in this Amendment No. 4 shall have the meaning assigned to such term in the Schedule 13D.

The Agreement among the Reporting Persons to file jointly is attached as Exhibit 1 to the Schedule 13D. Each Reporting Person disclaims beneficial ownership of all shares of Common Stock, other than those reported herein as being beneficially owned by it.

## **SCHEDULE 13D**

### **Item 3. Source and Amount of Funds or Other Consideration**

The information in Item 3 of the Schedule 13D is hereby amended and supplemented by the following information:

On October 21, 2015, upon the filing by the Company of a Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock with the Secretary of State of Delaware, the Company’s Subordinated Contingent Convertible Promissory Notes (the “Notes”), together with all accrued but unpaid interest thereon, automatically converted into shares of the Company’s Series C Convertible Preferred Stock (the “Series C Preferred Stock”) at a conversion price of \$10,000 per share. Series C Preferred Stock has no expiration date and is convertible into the Company’s Common Stock at the holder’s election. Pursuant to the terms of the Notes, upon the conversion of the Notes and in addition to the delivery of Series C Preferred Stock, the Issuer delivered Warrants to the holders. As a result of such automatic conversion, SMC EP received 51.932 shares of Series C Preferred Stock convertible into 2,596,575 shares of Common Stock and a Warrant exercisable for up to 2,596,575 shares of Common Stock.

**Item 4. Purpose of the Transaction**

The information in Item 4 of the Schedule 13D is hereby amended and supplemented by the following information:



*Issuance of Warrant*

On October 21, 2015, SMC EP acquired the Series C Preferred Stock and Warrant, as described in Item 3 of this Amendment No. 4.

**Item 5. Interest in Securities of the Issuer**

The information in Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) SMC Co-Investment and SMC Co-Investment GP, by virtue of its direct ownership and control of SMC Co-Investment by acting as its general partner, are the beneficial owners of 7,680,464 shares of Common Stock (including 901,451 shares of Common Stock, 3,333,333 shares of Common Stock issuable upon conversion of Preferred Stock beneficially owned by SMC Co-Investment and SMC Co-Investment GP and 3,333,333 shares of Common Stock issuable upon exercise of Warrants beneficially owned by SMC Co-Investment and SMC Co-Investment GP).

SMC Reserve II is the beneficial owner of 10,913,536 shares of Common Stock (including 246,870 shares of Common Stock, 5,333,333 shares of Common Stock issuable upon conversion of Preferred Stock beneficially owned by SMC Reserve II and 5,333,333 shares of Common Stock issuable upon exercise of Warrants beneficially owned by SMC Reserve II).

SMC Reserve II Offshore is the beneficial owner of 2,728,383 shares of Common Stock (including 61,717 shares of Common Stock, 1,333,333 shares of Common Stock issuable upon conversion of Preferred Stock beneficially owned by SMC Reserve II Offshore, and 1,333,333 shares of Common Stock issuable upon exercise of Warrants beneficially owned by SMC Reserve II Offshore).

SMC EP is the beneficial owner of 8,956,975 shares of Common Stock (including 497,159 shares of Common Stock, 1,633,333 shares of Common Stock issuable upon conversion of Preferred Stock beneficially owned by SMC EP, 2,596,575 shares of Common Stock issuable upon conversion of Series C Preferred Stock beneficially owned by SMC EP, and 4,229,908 shares of Common Stock issuable upon exercise of Warrants beneficially owned by SMC EP).

SMC Holdings LP is the beneficial owner of 1,500,000 shares of Common Stock (consisting of 1,500,000 shares of Common Stock issuable upon exercise of Warrants beneficially owned by SMC Holdings LP).

SMC Holdings GP, by virtue of its direct ownership and control of SMC Holdings LP by acting as its general partner, is the beneficial owner of 1,500,000 shares of Common Stock (including 1,500,000 shares of Common Stock issuable upon exercise of Warrants beneficially owned by SMC Holdings LP).

Spring Mountain GP, by virtue of its, (1) direct ownership and control of SMC Reserve II and SMC Reserve II Offshore by acting as their general partner, and (2) indirect ownership and control of (A) SMC Co-Investment by acting as the managing member of SMC Co-Investment GP and (B) SMC Holdings LP by acting as the managing member of SMC Holdings GP, is the beneficial owner of 22,822,383 shares of Common Stock (including 1,322,385 shares of Common Stock, 9,999,999 shares of Common Stock issuable upon conversion of Preferred Stock beneficially owned by Spring Mountain GP and 11,499,999 shares of Common Stock issuable upon exercise of Warrants beneficially owned by Spring Mountain GP).

SMC LP, by virtue of acting as investment manager of SMC Co-Investment, SMC Reserve II, SMC Reserve II Offshore and SMC Holdings LP, is the beneficial owner of 22,822,383 shares of Common Stock (including 1,322,385 shares of Common Stock, 9,999,999 shares of Common Stock issuable upon conversion of Preferred Stock beneficially owned by Spring Mountain GP and 11,499,999 shares of Common Stock issuable upon exercise of Warrants beneficially owned by Spring Mountain GP).

SMC LLC, by virtue of its direct ownership and control of SMC LP by acting as its general partner, is the beneficial owner of 22,822,383 shares of Common Stock (including 1,322,385 shares of Common Stock, 9,999,999 shares of Common Stock issuable upon conversion of Preferred Stock beneficially owned by Spring Mountain GP and 11,499,999 shares of Common Stock issuable upon exercise of Warrants beneficially owned by Spring Mountain GP).

Each of Messrs. John L. Steffens and Gregory P. Ho by virtue of acting as Managing Member of Spring Mountain GP and SMC LLC and as partner of SMC EP, is the beneficial owner of 26,606,208 shares of Common Stock (including 1,839,544 shares of Common Stock, 11,633,332 shares of Common Stock issuable upon conversion of Preferred Stock beneficially owned by each of the respective SMC Purchasers, 2,596,575 shares of Common Stock issuable upon conversion of Series C Preferred Stock beneficially owned by SMC EP, and 15,729,907 shares of Common Stock issuable upon exercise of Warrants beneficially owned by each of the respective SMC Purchasers and SMC Holdings LP).

Each of SMC Co-Investment GP, SMC Holdings GP, Spring Mountain GP, SMC LP, SMC LLC and Messrs. John L. Steffens and Gregory P. Ho disclaim beneficial ownership of the securities owned by SMC Co-Investment, SMC Reserve II, SMC Reserve II Offshore, SMC EP and SMC Holdings LP, except to the extent of any pecuniary interest therein. Except as described in this Item 5(a), no person listed in Item 2 of this Statement is a beneficial owner of the Common Stock or the Warrants in which the Spring Mountain Reporting Persons have beneficial ownership.

(b) See Item 5(a).

(c) See Item 4.

(d) Not applicable.

(e) Not applicable.

**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: November 2, 2015 By: /s/ John L. Steffens  
**John L. Steffens**

Date: November 2, 2015 By: /s/ Gregory P. Ho  
**Gregory P. Ho**

Date: November 2, 2015 **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

By: /s/ Gregory P. Ho  
**Gregory P. Ho, Managing Member**

Date: November 2, 2015 **SMC RESERVE FUND II, LP**

By: Spring Mountain Capital G.P., LLC, General Partner

By: /s/ Gregory P. Ho  
**Gregory P. Ho, Managing Member**

Date: November 2, 2015 **SMC RESERVE FUND II OFFSHORE, LP**

By: Spring Mountain Capital G.P., LLC, General Partner

By: /s/ Gregory P. Ho  
**Gregory P. Ho, Managing Member**

Date: November 2, 2015 **SMC EMPLOYEE PARTNERSHIP**

By: /s/ Gregory P. Ho  
**Gregory P. Ho, Authorized Signatory**

Date: November 2, 2015 **SMC SELECT CO-INVESTMENT I GP, LLC**

By: Spring Mountain Capital G.P., LLC, Member

By: /s/ Gregory P. Ho  
**Gregory P. Ho, Managing Member**

Date: November 2, 2015 **SMC Private Equity Holdings G.P., LLC**

By: Spring Mountain Capital G.P., LLC, its managing member

By: /s/ Gregory P. Ho  
**Gregory P. Ho, Managing Member**

Date: November 2, 2015 **SMC PRIVATE EQUITY HOLDINGS, LP**

By: SMC Private Equity Holdings G.P., LLC, its general partner

By: Spring Mountain Capital G.P., LLC, its managing member

By: /s/ Gregory P. Ho  
**Gregory P. Ho, Authorized Signatory**

Date: November 2, 2015 **SPRING MOUNTAIN CAPITAL G.P., LLC**

By: /s/ Gregory P. Ho  
**Gregory P. Ho, Managing Member**

Date: November 2, 2015 **SPRING MOUNTAIN CAPITAL, LP**

By: Spring Mountain Capital, LLC, General Partner

By: /s/ Gregory P. Ho  
**Gregory P. Ho, Managing Member**

Date: November 2, 2015 **SPRING MOUNTAIN CAPITAL, LLC**

By: /s/ Gregory P. Ho  
**Gregory P. Ho, Managing Member**