

AMERICAN POWER GROUP Corp  
Form 8-K  
April 05, 2013

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

FORM 8-K

Current Report Pursuant  
to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): April 5, 2013 (March 29, 2013)

AMERICAN POWER GROUP CORPORATION  
(Exact name of Registrant as Specified in its Charter)

DELAWARE  
(State or Other Jurisdiction of Incorporation)

1-13776  
(Commission File Number)

71-0724248  
(I.R.S. Employer Identification Number)

7 Kimball Lane, Building A  
Lynnfield, MA 01940  
(Address of Principal Executive Offices, including Zip Code)

(781) 224-2411  
(Registrant's Telephone Number, including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 3.02 Unregistered Sales of Equity Securities

As previously disclosed, American Power Group Corporation (the “Company”) had granted the investors in its April 2012 private placement of 821.6 units (the “Units”) the right, exercisable at any time before March 31, 2013, to purchase up to approximately 274 additional Units under the same terms. As of March 29, 2013, the investors had exercised their right to acquire all of the additional Units, for additional gross proceeds to the Company of approximately \$2,738,000. Each Unit had a purchase price of \$10,000 and consisted of one share of 10% Convertible Preferred Stock (“Preferred Stock”) and one warrant (the “Warrants”) to purchase 25,000 shares of the Company's Common Stock. Each share of Preferred Stock is initially convertible into 25,000 shares of Common Stock. The issuance of the Preferred Stock and the Warrants upon the exercise of these rights was exempt from registration under the Securities Act of 1933, as amended, pursuant to an exemption provided by Section 4(2) of the Securities Act.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN POWER GROUP CORPRATION

By: /s/ Charles E. Coppa  
Charles E. Coppa  
Chief Financial Officer

Date: April 5, 2013