

AMERICAN POWER GROUP Corp  
 Form 3  
 July 22, 2015

**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 <b>and</b> Ticker or Trading Symbol	
Â Van Steenwyk Matthew		(Month/Day/Year)	AMERICAN POWER GROUP Corp [APGI]	
(Last)	(First)	(Middle)	07/21/2015	
2747 PARADISE ROAD,Â SUITE 3604			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				
LAS VEGAS,Â NVÂ 89109			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Officer <input type="checkbox"/> Other	<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)
Common Stock, par value \$.01 per share	3,927,968	I	As Trustee <sup>(1)</sup>
Common Stock, par value \$.01 per share	831,195	I	As Trustee <sup>(2)</sup>
Common Stock, par value \$.01 per share	606,099	I	See footnotes <sup>(3)</sup>
Common Stock, par value \$.01 per share	30,000	I	By Rollover IRA <sup>(4)</sup>
Common Stock, par value \$.01 per share	12,000	I	By ROTH IRA <sup>(5)</sup>
Common Stock, par value \$.01 per share	1,000	I	As Beneficiary of Rollover IRA owned by Spouse <sup>(6)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**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			
10% Convertible Preferred Stock, par value \$1.00 per share	Â (7)	Â (7)	Common Stock, par value \$.01 per share	510,210	\$ 0.4	I	See footnotes (3)
Common Stock Warrants (right to buy)	10/30/2012	05/30/2020	Common Stock, par value \$.01 per share	1,540,830	\$ 0.4	I	See footnotes (3)
Series B 10% Convertible Preferred Stock, par value \$1.00	05/28/2015	11/28/2020	Common Stock, par value \$.01 per share	5,000,000	\$ 0.5	I	See footnotes (3)
Common Stock Warrants (right to buy)	10/30/2012	05/30/2020	Common Stock, par value \$.01 per share	270,000	\$ 0.5	I	As Trustee (8)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Van Steenwyk Matthew 2747 PARADISE ROAD SUITE 3604 LAS VEGAS, NV 89109	Â	Â X	Â	Â

## Signatures

Matthew Van Steenwyk 07/22/2015

\*\*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).

(1) These shares are owned directly by the Van Steenwyk GST Trust and indirectly by Matthew Van Steenwyk, the Trustee of the Van Steenwyk GST Trust.

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- (2) These shares are owned directly by the Van Steenwyk Issue Trust and indirectly by Matthew Van Steenwyk, the Trustee of the Van Steenwyk Issue Trust.
- (3) These shares are directly owned by Arrow, LLC ("Arrow"). The securities reported as directly beneficially owned by Arrow may be deemed to be indirectly beneficially owned by Matthew Van Steenwyk, the managing member of Arrow.
- (4) These shares are owned directly by the Matt Van Steenwyk Rollover IRA and indirectly by Matthew Van Steenwyk, owner of the Matt Van Steenwyk Rollover IRA.
- (5) These shares are owned directly by the Matt Van Steenwyk ROTH IRA and indirectly by Matthew Van Steenwyk, owner of the Matt Van Steenwyk ROTH IRA.
- (6) These shares are owned directly by the Betty Van Steenwyk Rollover IRA and indirectly by Betty Van Steenwyk, owner of the Betty Van Steenwyk Rollover IRA, and Matthew Van Steenwyk, beneficiary of the Betty Van Steenwyk Rollover IRA.
- (7) The 10% Convertible Preferred Stock ("Preferred Stock") has no expiration date and is convertible at any time at the respective holder's election.
- (8) The 270,000 common stock warrants are owned directly by the Van Steenwyk Issue Trust and indirectly by Matthew Van Steenwyk as Trustee of the Van Steenwyk Issue Trust.

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.