

AMERICAN POWER GROUP Corp  
 Form 5  
 October 15, 2012

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**BRAVERMAN NEIL K**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**AMERICAN POWER GROUP Corp [APGI]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**09/30/2012**

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Reporting  
 (check applicable line)

4454 WAYSIDE DR  
 (Street)

NAPLES, FL 34119  
 (City) (State) (Zip)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Amount or Price			
Common Stock	05/01/2012	05/01/2012	A4	25,000	A \$ 0.6	25,000	D	Â
Common Stock	06/30/2012	06/30/2012	J4 <sup>(1)</sup>	24,869	A \$ 0.7	24,869	I	Member of Associated Private Equity, LLC <sup>(2)</sup>
	Â	Â	Â	Â	Â	105	I	

10%  
Convertible  
Preferred  
Stock

Member of  
Associated  
Private  
Equity,  
LLC <sup>(2)</sup>

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

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SEC 2270  
(9-02)

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Common Stock Purchase Options	\$ 0.6	05/01/2012	05/01/2012	A4	50,000	∅	∅ <sup>(3)</sup>	∅ <sup>(3)</sup>	Common Stock	50,000
Common Stock Purchase Warrants	\$ 0.5	∅	∅	∅	∅	∅	∅ <sup>(4)</sup>	∅ <sup>(4)</sup>	Common Stock	2,625,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRAVERMAN NEIL K 4454 WAYSIDE DR NAPLES, FL 34119	∅ X	∅	∅	∅

## Signatures

/s/ Charles E Coppa, attorney  
in fact

10/15/2012

\*\*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).

- Associated Private Equity, LLC of which Mr. Braverman is a member received 24,869 shares of the Issuer's Common Stock as a payment-in-kind dividend on 105 shares of the Issuer's 10% Convertible Preferred Stock owned at the time of the dividend payment date. Mr. Braverman disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (1) The reported securities are owned directly by Associated Private Equity, LLC, of which Mr. Braverman is a member. Mr Braverman disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
  - (2) Options vest equally over a term 5 years from date of grant and have a term of 10 years from date of grant.
  - (3) Common Stock Purchase Warrants are exercisable 5 months after issuance and have a term of 65 months from date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.