

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-01-11** | Period of Report: **2013-01-11**
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FILER

AMERICAN POWER GROUP Corp

CIK:[932699](#) | IRS No.: **710724248** | State of Incorp.:**DE** | Fiscal Year End: **0930**
Type: **8-K** | Act: **34** | File No.: [001-13776](#) | Film No.: **13525362**
SIC: **3089** Plastics products, nec

Mailing Address

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BUILDING A
LYNNFIELD MA 01940*

Business Address

*7 KIMBALL LANE
BUILDING A
LYNNFIELD MA 01940
7812242411*

**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): **January 11, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On January 10, 2013, Kevin Tierney, Sr., resigned from the Board of Directors of the American Power Group Corporation (the “Company”) in anticipation of the requirement set forth in the Company's Restated Certificate of Incorporation, as amended, that the number of directors elected by the holders of our Common Stock, voting as a separate class, be reduced from four to three effective on and after March 31, 2013. Mr. Tierney's resignation is not due to any disagreement known to the Company's executive officers with respect to any matter relating to the Company's operations, policies or practices.

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 CORPORATION

By: /s/ Charles E. Coppa

Charles E. Coppa
Chief Financial Officer

Date: January 11, 2013