

Morris Ryan J.
Form 4
September 29, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Morris Ryan J.

2. Issuer Name and Ticker or Trading Symbol
SEVCON, INC. [SEV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/27/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O SEVCON, INC., 155
NORTHBORO ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SOUTHBOROUGH, MA 01772

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 09/27/2017 | | D | V Amount (A) or (D) Price 19,991 D \$ 22 (1) | 0 | D | |
| Common Stock | 09/27/2017 | | D | V Amount (A) or (D) Price 148,271 D \$ 22 (1) | 0 | I | By Meson Capital L.P. (2) |
| Common Stock | 09/27/2017 | | D | V Amount (A) or (D) Price 614,000 D \$ 22 (1) | 0 | I | By Meson Constructive Capital LP (2) |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|--|-------------|--|-----------------|---|--------------|---------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | | | |
| Series A Convertible Preferred Stock | \$ 8 | 09/27/2017 | | D | V | (A) 338 | (D) | 09/08/2014 | (3) | Common Stock | 1,000 |
| Series A Convertible Preferred Stock | \$ 8 | 09/27/2017 | | D | V | (A) 7,699 | (D) | 09/08/2014 | (3) | Common Stock | 23,000 |
| Warrant | \$ 10 | 09/27/2017 | | D | V | (A) 27,500 | (D) | 07/06/2016 | 07/08/2021 | Common Stock | 27,500 |
| Warrant | \$ 10 | 09/27/2017 | | D | V | (A) 307,000 | (D) | 07/06/2016 | 07/08/2021 | Common Stock | 307,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Morris Ryan J. C/O SEVCON, INC. 155 NORTHBORO ROAD SOUTHBOROUGH, MA 01772 | X | X | | |

Signatures

/s/ Matthew C. Dallett at attorney-in-fact
09/29/2017

**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).

(1) Disposed of pursuant to merger agreement by and among Issuer, BorgWarner Inc. and Slade Merger Sub Inc. for a cash payment of the per share price noted.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or for any other purpose.

(3) The Series A Convertible Preferred Stock had no expiration date.

(4) This warrant was repurchased by the Issuer in connection with the closing under the merger agreement for a per share price equal to the spread between \$22.00 and the exercise price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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