Morris Ryan J.
Form 4
September 29, 2017

FORM 4

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

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

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).

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O SEVCON, INC., 155 NORTHBORO ROAD

(Street)

SOUTHBOROUGH, MA 01772

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/27/2017		D		19,991	D	$ 22 (1)	0	D	
Common Stock	09/27/2017		D		148,271	D	$ 22 (1)	0	I	By Meson Capital L.P. (2)
Common Stock	09/27/2017		D		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.

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Numb Share
Series A Convertible Preferred Stock	$ 8	09/27/2017		D			338	09/08/2014	(3)	Common Stock	1,0
Series A Convertible Preferred Stock	$ 8	09/27/2017		D			7,699	09/08/2014	(3)	Common Stock	23,(
Warrant	$ 10	09/27/2017		D			27,500	07/06/2016	07/08/2021	Common Stock	27,(
Warrant	$ 10	09/27/2017		D			307,000	07/06/2016	07/08/2021	Common Stock	307

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.

(2) 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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