

BOYLE MATTHEW  
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 \*  
**BOYLE MATTHEW**

(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)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and CEO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |         |   |         |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|---------|
|                                 |                                      |  | Code                           | V   | Amount  |  |  |         |   |         |
| Common Stock                    | 09/27/2017                           |  | M                              |   | 4,615   | A  | \$ 8.75<br><u>(1)</u>                      | 132,511 | D |         |
| Common Stock                    | 09/27/2017                           |  | D                              |   | 132,511   | D  | \$ 22<br><u>(2)</u>                        | 0       | D |         |
| Common Stock                    | 09/27/2017                           |  | D                              |   | 4,000   | D  | \$ 22<br><u>(2)</u>                        | 0       | I | By Wife |

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 required to respond unless the form**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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 Amount of Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Series A Convertible Preferred Stock       | \$ 8   | 09/27/2017                           |  | D                              | 9,123   | 09/08/2014   | <sup>(3)</sup>  | Common Stock | 27,369                     |
| Stock Option (Right to Buy)                | \$ 9.944 <sup>(4)</sup>                                | 09/27/2017                           |  | M                              | 4,615   | <sup>(5)</sup>   | 12/16/2020  | Common Stock | 4,615                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| BOYLE MATTHEW<br>C/O SEVCON, INC.<br>155 NORTHBORO ROAD<br>SOUTHBOROUGH, MA 01772 | X             |           | President and CEO |       |

## 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) The exercise price of the options is 6.50 British Pounds Sterling per share. The reported figure of \$8.75 is the USD equivalent at time of exercise.
  - (2) Disposed of pursuant to merger agreement by and among Issuer, BorgWarner Inc. and Slade Merger Sub Inc. (the "Merger Agreement") for a cash payment of the per share price noted.

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- (3) The Series A Convertible Preferred Stock had no expiration date.
- (4) The exercise price of the options is 6.50 British Pounds Sterling per share. The reported figure of \$9.944 is the USD equivalent at time of grant.
- (5) Fully vested.

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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