

FARQUHAR PAUL NEIL
 Form 4
 September 29, 2017

FORM 4

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

OMB APPROVAL

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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 *
 FARQUHAR PAUL NEIL

(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)
 Vice President and CFO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/27/2017		M		4,615	D	\$ 8.75 <u>(1)</u>
Common Stock	09/27/2017		D		84,185	D	\$ 22 <u>(2)</u> 0

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 Amount of Underlying Securities (Instr. 3 and 4)
Series A Convertible Preferred Stock	\$ 8	09/27/2017		D	2,326	09/08/2014 ⁽³⁾	Common Stock 6,978
Stock Option (Right to Buy)	\$ 9.944 ⁽⁴⁾	09/27/2017		M	4,615	⁽⁵⁾ 12/16/2020	Common Stock 4,615

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARQUHAR PAUL NEIL C/O SEVCON, INC. 155 NORTHBORO ROAD SOUTHBOROUGH, MA 01772			Vice President and CFO	

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.
- (3) The Series A Convertible Preferred Stock had no expiration date.
- (4)

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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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