

SEVCON, INC.  
Form 4  
September 10, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
**KETELHUT WILLIAM 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)  
**09/08/2014**

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)

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 Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Subscription Rights (Right to Buy) <sup>(1)</sup>	\$ 21.5	09/08/2014	M				<u>(2)</u>	09/08/2014	Preferred Stock	
Series A Convertible Preferred Stock	\$ 8	09/08/2014	M		1,640		09/08/2014	<u>(4)</u>	Common Stock	
Series A Convertible Preferred Stock	\$ 8	09/08/2014	A		1,001 <u>(5)</u>		09/08/2014	<u>(4)</u>	Common Stock	

## Reporting Owners

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

## Signatures

Raymond J Thibault  
Attorney-In-Fact

09/10/2014

         \*\*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).
- The subscription rights reflected on this Form 4 were issued to the reporting person in connection with Sevcon, Inc.'s rights offering, in
- (1) which Sevcon, Inc. distributed, at no charge, to holders of its common stock, transferable subscription rights to purchase shares of the company's Series A Convertible Preferred Stock.
  - (2) Immediately exercisable
  - (3) All unexercised rights expired on September 8, 2014.
  - (4) The Series A Convertible Preferred Stock has no expiration date.
  - (5) Maximum number of shares acquired upon exercise of oversubscription rights related to the rights received in the rights offering.

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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