

SEVCON, INC.
Form 4/A
September 18, 2014

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 *
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)
09/10/2014

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)	Amount		
				Code	V		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 Sec (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)		Date Exercisable	Expiration Date	Title		
				(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)					
			Code	V	(A)	(D)				
Subscription Rights (Right to Buy) ⁽¹⁾	\$ 21.5	09/08/2014	M		12,600		<u>(2)</u>	09/08/2014	Preferred Stock	
Series A Convertible Preferred Stock	\$ 8	09/08/2014	M		1,639		<u>(5)</u>	09/08/2014	<u>(4)</u>	Common Stock
Series A Convertible Preferred Stock	\$ 8	09/08/2014	A		765		<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

09/08/2014

 **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) Represents final allocation of shares on September 16, 2014.

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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