

SEVCON, INC.
Form DFAN14A
January 12, 2017
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No.)

Filed by the Registrant []

Filed by a Party Other than the Registrant [x]

Check the Appropriate Box:

- [] Preliminary Proxy Statement
[] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
[] Definitive Proxy Statement
[] Definitive Additional Materials
[X] Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

SEVCON, INC.

(Name of registrant as specified in its charter)

MESON CAPITAL LP
MESON CONSTRUCTIVE CAPITAL LP
MESON CAPITAL PARTNERS LLC
RYAN MORRIS
BRYAN BOCHES
SHVETANK JAIN
ANTHONY L. POSAWATZ

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the Appropriate Box):

- [x] No fee required.
[] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it is determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

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Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act

[Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement no.:

(3) Filing Party:

(4) Date Filed:

Meson Capital LP, together with the other participants named herein (collectively, "Meson"), has filed with the Securities and Exchange Commission a preliminary proxy statement and an accompanying proxy card to be used to solicit votes for the election of its slate of director nominees at the upcoming 2017 annual meeting of stockholders of Sevcon, Inc., a Delaware corporation.

CERTAIN INFORMATION CONCERNING THE PARTICIPANTS

Meson Capital LP ("MC") together with the other participants named herein (collectively, "Meson"), has filed a preliminary proxy statement and an accompanying proxy card with the Securities and Exchange Commission ("SEC") to be used to solicit votes for the election of its slate of director nominees at the upcoming 2017 annual meeting of stockholders of Sevcon, Inc. (the "Company").

MESON STRONGLY ADVISES ALL STOCKHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, THE PARTICIPANTS IN THIS PROXY SOLICITATION WILL PROVIDE COPIES OF THE PROXY STATEMENT WITHOUT CHARGE, WHEN AVAILABLE, UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO THE PARTICIPANTS' PROXY SOLICITOR.

The participants in the proxy solicitation are anticipated to be Meson Capital LP, Meson Constructive Capital LP ("MCC"), Meson Capital Partners LLC, ("MCP"; and collectively with MC and MCC, the "Meson Entities"), Ryan Morris, Bryan Boches, Shvetank Jain and Anthony L. Posawatz (collectively with the Meson Entities, the "Participants").

As of the date hereof, MC may be deemed to beneficially own 198,868 shares of Common Stock, as follows: (a) 148,271 shares of Common Stock held directly by MC; (b) warrants held by MC to acquire 27,500 shares of Common Stock at a price of \$10.00 per share at any time on or before July 8, 2021; and (c) 7,699 shares of Series A Convertible Preferred Stock convertible into 23,097 shares of Common Stock. As of the date hereof, MCC may be deemed to beneficially own 921,000 shares of Common Stock as follows: (a) 614,000 shares of Common Stock held directly by MCC; and (b) warrants held by MCC to acquire 307,000 shares of Common Stock at a price of \$10.00 per Share at any time on or before July 8, 2021. MCP, as the investment adviser and general partner of MC and MCC, may be deemed to beneficially own the 1,119,868 shares of Common Stock owned in the aggregate by MC and MCC.

As of the date hereof, Mr. Morris may be deemed to beneficially own 1,156,812 shares of Common Stock as follows: (a) 198,868 shares of Common Stock consisting of: (i) 148,271 shares of Common Stock held by MC, (ii) warrants held by MC to acquire 27,500 shares of Common Stock at a price of \$10.00 per share at any time on or before July 8, 2021; and (iii) 7,699 shares of Series A Convertible Preferred Stock held by MC convertible into 23,097 shares of Common Stock; (b) 921,000 shares of Common Stock, consisting of: (i) 614,000 shares of Common Stock held directly by MCC and (ii) warrants held by MCC to acquire 307,000 shares of Common Stock at a price of \$10.00 per share at any time on or before July 8, 2021; and (c) 36,944 shares of Common Stock consisting of (i) 11,600 shares of Common Stock held directly by Mr. Morris, (ii) 338 shares of Series A Convertible Preferred Stock held by Mr. Morris convertible into 1,014 shares of Common Stock and (iii) 24,330 shares of Common Stock underlying stock options held directly by Mr. Morris and exercisable within 60 days. As of the date hereof, Mr. Boches may be deemed to beneficially own 7,296 shares of Common Stock of the Company.