

SEVCON, INC.
Form 8-K/A
May 23, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 29, 2016

SEVCON, INC.
(Exact name of registrant as specified in its charter)

Delaware 001-9789 04-2985631
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

155 Northboro Road 01772
Southborough, MA
(Address of principal executive offices) (zip code)

(508) 281-5510
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Introductory Note

On February 1, 2016, Sevcon, Inc. (the “Company”) filed a Current Report on Form 8-K (the “Initial Report”) to report, among other things, that the Company and its wholly-owned indirect subsidiary, Sevcon S.r.l. (“Sevcon Italy”) had entered into a Quota Sale and Purchase Agreement with Bassi Holdings S.r.l., an Italian limited liability company (the “Seller”), and the quota owners (shareholders) of the Seller (the “Seller Owners”), to acquire all the outstanding quotas of Bassi Unipersonale S.r.l., a limited liability company located in Lugo, Italy (“Bassi”), and that the acquisition was completed on January 29, 2016.

The Company filed a Form 8-K/A on April 15, 2016 to provide the historical financial statements of the business acquired as required by Item 9.01 of Form 8-K. This Current Report on Form 8-K/A (i) refiles those historical financial statements and (ii) provides the unaudited pro forma combined condensed financial statements required by Item 9.01 of Form 8-K. The unaudited pro forma combined condensed financial statements are presented for informational purposes only and do not purport to represent what the Company’s results of operations or financial position would have been had the transaction reflected occurred on the date indicated or to project the Company’s financial position as of any future date or the Company’s results of operations for any future period. This Amendment should be read in connection with the Initial Report, which provides a more complete description of the Transaction.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Business Acquired.

The audited historical financial statements of Bassi as of December 31, 2015 and 2014 and for the years ended December 31, 2015 and 2014, together with the accompanying Independent Auditors’ Report, are filed as Exhibit 99.1 to this Amendment and are incorporated herein by reference.

(b) Pro Forma Financial Information.

The unaudited pro forma combined condensed financial statements of the Company as of and for the year ended September 30, 2015 and for the three months ended January 2, 2016, which have been prepared to give effect to the acquisition and other related transactions, are filed as Exhibit 99.2 to this Current Report on Form 8-K/A and are incorporated herein by reference.

(c) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <u>23.1</u> | Consent of BDO Italia S.p.A |
| <u>99.1</u> | Audited financial statements of Bassi Unipersonale S.r.l. as of December 31, 2015 and 2014, and for the years ended December 31, 2015 and 2014. |
| <u>99.2</u> | Unaudited pro forma combined condensed financial statements as of and for the year ended September 30, 2015 and for the three months ended January 2, 2016. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SEVCON, INC.

Dated: May 23, 2016 By: /s/ Paul N. Farquhar
Paul N. Farquhar
Chief Financial Officer