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TECH OPS SEVCON INC  
Form SC 13D/A  
April 15, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

Amendment #1

TECH/OPS SEVCON, INC.

(NAME OF ISSUER)

Common Stock \$.10 par value

(TITLE OF CLASS OF SECURITIES)

878293109

(CUSIP NUMBER)

Paul D. Sonkin  
Hummingbird Management, LLC  
(f/k/a Morningside Value Investors, LLC)  
153 East 53rd Street  
New York, New York 10022  
212-521-0975

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON  
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS)

April 11, 2003

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting

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person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

(Page 1 of 6 pages)

CUSIP No. 878293109

13D/A

Page 2 of 6 Pages

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Hummingbird Management, LLC (f/k/a Morningside Value Investors, LLC)  
IRS No. 13-4082842

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2. CHECK THE APPROPRIATE BOX IF A GROUP\* (a) [x]  
(b) [ ]

-----

3. SEC USE ONLY

-----

4. SOURCES OF FUNDS

OO

-----

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) [ ]

-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----

|                                      |                           |         |
|--------------------------------------|---------------------------|---------|
| NUMBER OF SHARES                     | 7. SOLE VOTING POWER      | 0       |
| BENEFICIALLY OWNED BY EACH REPORTING | 8. SHARED VOTING POWER    | 396,165 |
|                                      | 9. SOLE DISPOSITIVE POWER | 394,675 |

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PERSON WITH 10. SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 396,165

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \* [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 12.7%

14. TYPE OF REPORTING PERSON\*

OO

(Page 2 of 6 Pages)

CUSIP No. 878293109

13D/A

Page 3 of 6 Pages

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Paul D. Sonkin

2. CHECK THE APPROPRIATE BOX IF A GROUP\* (a) [x]  
(b) [ ]

3. SEC USE ONLY

4. SOURCES OF FUNDS

PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2 (d) OR 2 (e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7. SOLE VOTING POWER 0  
SHARES

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|                       |   |                          |         |
|-----------------------|---|--------------------------|---------|
| BENEFICIALLY OWNED BY | 8.  | SHARED VOTING POWER      | 396,165 |
| EACH REPORTING        | 9.  | SOLE DISPOSITIVE POWER   | 1,490   |
| PERSON WITH           | 10.   | SHARED DISPOSITIVE POWER | 0       |
| -----                 |   |                          |         |
| 11.                   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                |                          | 396,165 |
| -----                 |   |                          |         |
| 12.                   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES * [ ] |                          |         |
| -----                 |   |                          |         |
| 13.                   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11                            |                          | 12.7%   |
| -----                 |   |                          |         |
| 14.                   | TYPE OF REPORTING PERSON*   |                          |         |
| IN                    |   |                          |         |
| -----                 |   |                          |         |

(Page 3 of 6 Pages)

CUSIP No. 878293109

13D/A

Page 4 of 6 Pages

AMENDMENT NO. 1 TO SCHEDULE 13D

This Amendment No. 1, dated April 15, 2003, to Schedule 13D is filed by the Reporting Persons and amends Schedule 13D as previously filed by the Reporting Persons with the Securities and Exchange Commission on February 10, 2003 (the "Schedule 13D"), relating to the common stock, \$.10 par value (the "Common Stock") of Tech/Ops Sevcon, Inc., a Delaware corporation.

Items 3 and 5 of the Schedule 13D/A are hereby amended and restated, as follows:

ITEM 3 SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

As of April 14, 2003, Hummingbird has caused each of HVF and Microcap Fund to invest approximately \$788,194 and \$341,818, respectively, in the Shares of the Issuer using their respective working capital. Sonkin has invested \$7,919 in Shares of the issuer using Personal Funds.

ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

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(a) The Reporting Persons aggregately beneficially own 396,165, or 12.7% of the Common Stock of the Issuer, based upon 3,125,051 shares outstanding as of December 31, 2002, as reported on the latest 10-Q of the Issuer.

(b) Hummingbird has shared voting power over 396,165 Shares of the Issuer.

Hummingbird has sole dispositive power over 394,675 Shares. As the holder of sole voting and investment authority over the Shares owned by HVF and the Microcap Fund, Hummingbird may be deemed, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, to be the beneficial owner of the aggregate amount of 394,675 Shares of the Issuer. Hummingbird disclaims any economic interest or beneficial ownership of the Shares covered by this Statement.

(Page 4 of 6 Pages)

CUSIP No. 878293109

13D/A

Page 5 of 6 Pages

Mr. Sonkin is the managing member and control person of Hummingbird, and for purposes of Rule 13d-3 may be deemed the beneficial owner of such Shares deemed to be beneficially owned by Hummingbird. Thus, Mr. Sonkin may be deemed, for purposes of Rule 13d-3, to be the beneficial owner of 394,675 Shares of the Issuer. Mr. Sonkin disclaims any economic interest or beneficial ownership of these Shares.

Mr. Sonkin is also the owner of 1,490 Shares and has sole dispositive power over 1,490 Shares. He has shared voting power over 396,165 Shares.

(c) Hummingbird caused HVF to effect transactions in the Shares during the past 60 days as set forth below:

| DATE<br>---- | TYPE<br>----         | AMOUNT OF<br>SHARES<br>----- | PRICE/SHARE<br>----- |
|--------------|----------------------|------------------------------|----------------------|
| 4/4/03       | open market purchase | 700                          | 4.330                |
| 4/11/03      | open market purchase | 110,000                      | 4.00                 |

Hummingbird caused the Microcap Fund to effect transactions in the Shares during the past 60 days as set forth below:

| DATE<br>---- | TYPE<br>----         | AMOUNT OF<br>SHARES<br>----- | PRICE/SHARE<br>----- |
|--------------|----------------------|------------------------------|----------------------|
| 2/24/03      | open market purchase | 1,500                        | 4.700                |
| 4/4/03       | open market purchase | 300                          | 4.330                |
| 4/11/03      | open market purchase | 120,000                      | 4.000                |
| 4/14/03      | open market purchase | 3,300                        | 4.132                |

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(Page 5 of 6 Pages)

CUSIP No. 878293109

13D/A

Page 6 of 6 Pages

Sonkin has effected the transaction in the Shares during the past 60 days as set forth below:

| DATE<br>---- | TYPE<br>----         | AMOUNT OF<br>SHARES<br>----- | PRICE/SHARE<br>----- |
|--------------|----------------------|------------------------------|----------------------|
| 4/14/03      | open market purchase | 390                          | 4.150                |
|              | (d) Inapplicable.    |                              |                      |
|              | (e) Inapplicable.    |                              |                      |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: April 15, 2003

HUMMINGBIRD MANAGEMENT, LLC

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin  
Title: Managing Member

Dated: April 15, 2003

By: /s/ Paul D. Sonkin

(Page 6 of 6 Pages)

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