

Edgar Filing: TECH OPS SEVCON INC - Form SC 13D/A

TECH OPS SEVCON INC  
Form SC 13D/A  
April 30, 2007

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
-----

SCHEDULE 13D  
(RULE 13D-101)

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

Amendment #2

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  
460 Park Avenue, 12th Floor  
New York, New York 10022  
-----

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

April 24, 2007  
-----

(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.

-----  
1 The remainder of this cover page shall be filled out for a reporting 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.

Edgar Filing: TECH OPS SEVCON INC - Form SC 13D/A

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 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).

-----  
CUSIP No. 878293109  
-----

13D/A

-----  
Page 2 of 13 Pages  
-----

=====	
1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Hummingbird Management, LLC IRS No. 13-4082842
-----	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / / (b) /X/
-----	
3	SEC USE ONLY
-----	
4	SOURCE 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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER  269,475
-----	
	8 SHARED VOTING POWER  -0-
-----	
	9 SOLE DISPOSITIVE POWER  269,475
-----	
	10 SHARED DISPOSITIVE POWER  -0-
-----	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  269,475
-----	

Edgar Filing: TECH OPS SEVCON INC - Form SC 13D/A

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
8.4%

14 TYPE OF REPORTING PERSON\*  
OO

CUSIP No. 878293109

13D/A

Page 3 of 13 Pages

1 NAME OF REPORTING PERSONS S.S. OR  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Paul D. Sonkin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) /X/

3 SEC USE ONLY

4 SOURCE 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  
UNITED STATES

NUMBER OF 7 SOLE VOTING POWER  
SHARES  
BENEFICIALLY 269,475  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER  
-0-

9 SOLE DISPOSITIVE POWER  
269,475

10 SHARED DISPOSITIVE POWER  
-0-

Edgar Filing: TECH OPS SEVCON INC - Form SC 13D/A

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

269,475

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.4%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 878293109

13D/A

Page 4 of 13 Pages

1 NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Hummingbird Capital, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / / (b) /X/

3 SEC USE ONLY

4 SOURCE 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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

269,475

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

Edgar Filing: TECH OPS SEVCON INC - Form SC 13D/A

269,475

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

269,475

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.4%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 878293109

13D/A

Page 5 of 13 Pages

1 NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Hummingbird Value Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / / (b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER 149,510

8 SHARED VOTING POWER

Edgar Filing: TECH OPS SEVCON INC - Form SC 13D/A

-0-

9 SOLE DISPOSITIVE POWER

149,510

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

149,510

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.7%

14 TYPE OF REPORTING PERSON

LP

CUSIP No. 878293109

13D/A

Page 6 of 13 Pages

1 NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Hummingbird Microcap Value Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / / (b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

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 BENEFICIALLY 7 SOLE VOTING POWER 119,965

Edgar Filing: TECH OPS SEVCON INC - Form SC 13D/A

OWNED BY  
EACH  
REPORTING  
PERSON WITH

-----  
8 SHARED VOTING POWER

-0-

-----  
9 SOLE DISPOSITIVE POWER

119,965

-----  
10 SHARED DISPOSITIVE POWER

-0-

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

119,965

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES / /

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.7%

-----  
14 TYPE OF REPORTING PERSON

LP  
=====

-----  
CUSIP No. 878293109

13D/A

-----  
Page 7 of 13 Pages  
-----

AMENDMENT NO. 2 TO SCHEDULE 13D

This Amendment No. 2, dated April 30, 2007, to Schedule 13D is filed by the Reporting Person and amends Schedule 13D as previously filed by the Reporting Person with the Securities and Exchange Commission on April 15, 2003 (the "Schedule 13D"), relating to the common stock (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 30, 2007, Hummingbird has caused each of HVF and Microcap Fund to invest approximately \$656,352 and \$484,674, respectively, in the Shares of the Issuer using their respective working capital.

ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

(a) As investment manager of HVF, and Microcap, Hummingbird

Edgar Filing: TECH OPS SEVCON INC - Form SC 13D/A

may be deemed to have the sole voting and investment authority over the Shares owned by HVF, Microcap, and Tarsier for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended ("Rule 13d-3"), may be deemed to be the beneficial owner of 269,475 Shares representing approximately 8.4% of the outstanding shares of the Issuer (based upon 3,211,021 shares of Common Stock outstanding as of February 13, 2007, as reported on Form 10-Q for the period ended December 31, 2006.) Hummingbird disclaims any beneficial ownership of the Shares covered by this Statement.

-----  
CUSIP No. 878293109  
-----

13D/A

-----  
Page 8 of 13 Pages  
-----

HC, as the general partner of each of HVF, Microcap Fund, and Tarsier, Hummingbird may be deemed to have the sole voting and investment authority over the Shares owned by HVF, Microcap Fund, and Tarsier, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended ("Rule 13d-3"), may be deemed to be the beneficial owner of 269,475 Shares representing approximately 8.4% of the outstanding shares of the Issuer (based upon 3,211,021 shares of Common Stock outstanding as of February 13, 2007, as reported on Form 10-Q for the period ended December 31, 2006.) HC disclaims any beneficial ownership of the Shares covered by this Statement.

HVF is the beneficial owner of 149,510 Shares or 4.7% of the outstanding shares of the Issuer.

Microcap is the beneficial owner of 149,510 Shares or 3.7% of the outstanding shares of the Issuer.

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

DATE	TYPE	NUMBER OF SHARES	PRICE/SHARE
----	----	-----	-----
4/24/2007	open market sale	34,500	9.561
4/27/2007	open market sale	25,450	9.757

-----  
CUSIP No. 878293109  
-----

13D/A

-----  
Page 9 of 13 Pages  
-----

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

DATE	TYPE	NUMBER OF SHARES	PRICE/SHARE
----	----	-----	-----



Edgar Filing: TECH OPS SEVCON INC - Form SC 13D/A

4/24/2007	open market sale	34,500	9.561
4/27/2007	open market sale	25,450	9.757

(d) Inapplicable.

(e) Inapplicable.

SIGNATURES

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

Dated: April 30, 2007

HUMMINGBIRD MANAGEMENT, LLC

By: /s/ Paul D. Sonkin

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

/s/ Paul D. Sonkin

-----  
PAUL D. SONKIN

HUMMINGBIRD VALUE FUND, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

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

HUMMINGBIRD MICROCAP VALUE FUND, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

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

-----

-----

Edgar Filing: TECH OPS SEVCON INC - Form SC 13D/A

CUSIP No. 878293109  
-----

13D/A

Page 10 of 13 Pages  
-----

HUMMINGBIRD CAPITAL, LLC

By: /s/ Paul D. Sonkin  
-----

Name: Paul D. Sonkin  
Title: Managing Member

By: /s/ Paul D. Sonkin  
-----

Name: Paul D. Sonkin