

KOPIN CORP  
Form 8-K  
May 05, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported) April 29, 2011

**KOPIN CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**DELAWARE**  
(State or Other Jurisdiction

of Incorporation)

**000-19882**  
(Commission

File Number)

**04-2833935**  
(IRS Employer

Identification No.)

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**200 John Hancock Road, Taunton, MA**

**(Address of Principal Executive Offices)**

**Registrant's telephone number, including area code (508) 824-6696**

**02780**

**(Zip Code)**

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 (see General Instruction A.2 below):

- ..  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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The annual meeting of stockholders of Kopin Corporation (the Company) was held on April 29, 2011. The following matters were acted upon:

**1. ELECTION OF DIRECTORS**

John C.C. Fan, James K. Brewington, David E. Brook, Andrew H. Chapman, Morton Collins, Chi Chia Hsieh, and Michael J. Landine were all elected to serve as directors of the Company until their successors are duly elected and qualified. The results of the election of directors are as follows:

| Nominee             | Votes For  | Votes Withheld |
|---------------------|------------|----------------|
| John C.C. Fan       | 39,088,074 | 2,193,485      |
| James K. Brewington | 39,654,682 | 1,626,877      |
| David E. Brook      | 34,955,864 | 6,325,695      |
| Andrew H. Chapman   | 39,629,836 | 1,651,723      |
| Morton Collins      | 39,619,576 | 1,661,983      |
| Chi Chia Hsieh      | 36,283,069 | 4,998,490      |
| Michael J Landine   | 39,664,080 | 1,617,479      |

**2. APPROVAL OF AN AMENDMENT TO THE COMPANY'S 2010 EQUITY INCENTIVE PLAN**

A proposal to ratify an amendment to the Company's 2010 Equity Incentive Plan (the Plan) to increase the number of shares authorized for issuance under the Plan was approved by the following votes:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 39,371,789 | 1,724,993     | 184,777 | 18,170,500       |

**3. RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY.**

Ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Company was approved by the following votes:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 57,790,080 | 1,526,072     | 135,907 | 0                |

**4. AN ADVISORY VOTE ON THE COMPANY'S EXECUTIVE COMPENSATION.**

An advisory vote of the Company's executive compensation was approved by the following votes:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 40,534,272 | 561,101       | 186,186 | 18,170,500       |

5. AN ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER ADVISORY VOTES ON THE COMPANY'S EXECUTIVE COMPENSATION.

An advisory vote on the frequency of shareholder advisory votes on the Company's executive compensation was approved with a 1 year frequency by the following votes:

| <b>1 Year</b> | <b>2 Year</b> | <b>3 Year</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|---------------|---------------|---------------|----------------|-----------------------------|
| 29,416,609    | 296,327       | 11,376,393    | 192,230        | 18,170,500                  |

Based on these results, the Board has determined that the Company will hold an advisory shareholder vote on the compensation of executives every year.

**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.

KOPIN CORPORATION

Dated: May 5, 2011

By: /s/ Richard A. Sneider  
Richard A. Sneider  
Treasurer and Chief Financial Officer  
(Principal Financial and Accounting Officer)