

FAN JOHN C C
Form 4
January 03, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FAN JOHN C C

2. Issuer Name and Ticker or Trading Symbol
KOPIN CORP [KOPN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O KOPIN CORPORATION, 125 NORTH DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & President

(Street)
WESTBOROUGH, MA 01581

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/31/2017		G(1)(2)		260,000	D	\$ 0 4,469,769
Common Stock	12/31/2017		G(1)(2)		150,000	D	\$ 0 4,319,769
Common Stock	12/31/2017		G(1)(2)		150,000	D	\$ 0 4,169,769
Common Stock	12/31/2017		G(3)		640,000	A	\$ 0 4,809,769
Common Stock	12/31/2017		G(3)		150,000	A	\$ 0 4,959,769

Common Stock 12/31/2017 G⁽³⁾ 150,000 A \$ 0 5,109,769 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAN JOHN C C C/O KOPIN CORPORATION 125 NORTH DRIVE WESTBOROUGH, MA 01581	X		CEO & President	

Signatures

/s/ John J. Concannon, as Attorney-in-fact 01/03/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On September 12, 2011 the Kopin Corporation's Compensation Committee implemented an incentive plan comprised of 260,000 shares of restricted stock which were to vest at the end of the first 10 consecutive trading day period following the grant date during which Kopin Corporation's common stock trades at a price per share equal to or greater than \$5.25. In addition, Dr. Fan was to receive the cash value of 380,000 shares of Kopin Corporation's common stock on the date the 260,000 shares of restricted stock vested. On February 13, 2015 the period to achieve the \$5.25 stock price milestone was extended until December 31, 2017 to coincide with Dr. Fan's employment

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agreement.

- (2) (continued from footnote 1) On May 9, 2015 The Kopin Corporation's Compensation Committee implemented an incentive plan comprised of 150,000 and 150,000 shares of restricted stock which were to vest at the end of the first 10 consecutive trading day period following the grant date during which Kopin Corporation's common stock trades at a price per share equal to or greater than \$6.00 and \$7.00, respectively. All these grants were forfeited on December 31, 2017.

- (3) On December 31, 2017 the Kopin Corporation's Compensation Committee implemented an incentive plan comprised of 640,000, 150,000 and 150,000 shares of restricted stock which are to vest at the end of the first 20 consecutive trading day period following the grant date during which Kopin Corporation's common stock trades at a price per share equal to or greater than \$5.25, \$6.00 and \$7.00, respectively. The period to achieve the stock price milestones are from January 1, 2018 through December 31, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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