

FAN JOHN C C
Form 4
January 03, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

C/O KOPIN CORPORATION, 125
NORTH DRIVE

(Street)

WESTBOROUGH, MA 01581

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CEO & President

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2017		G ⁽¹⁾⁽²⁾	260,000 D \$ 0	4,469,769	D	
Common Stock	12/31/2017		G ⁽¹⁾⁽²⁾	150,000 D \$ 0	4,319,769	D	
Common Stock	12/31/2017		G ⁽¹⁾⁽²⁾	150,000 D \$ 0	4,169,769	D	
Common Stock	12/31/2017		G ⁽³⁾	640,000 A \$ 0	4,809,769	D	
Common Stock	12/31/2017		G ⁽³⁾	150,000 A \$ 0	4,959,769	D	

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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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SEC 1474
(9-02)

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 Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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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