

KOPIN CORP  
Form 8-K  
May 11, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 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) May 9, 2018**

**KOPIN CORPORATION**

**(Exact Name of Registrant as Specified in Charter)**

**DELAWARE**  
**(State or Other Jurisdiction**

**of Incorporation)**

**000-19882**  
**(Commission**

**File Number)**  
**125 North Drive,**

**04-2833935**  
**(IRS Employer**

**Identification No.)**

Edgar Filing: KOPIN CORP - Form 8-K

**Westborough, MA 01581**

**(Address of Principal Executive Offices) (Zip Code)**

**Registrant's telephone number, including area code (508) 870-5959**

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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**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 May 9, 2018. 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 the Company's 2019 Annual Meeting and until their successors are duly elected and qualified. The results of the election of directors are as follows:

| <b>Nominee</b>      | <b>Votes For</b> | <b>Votes Withheld</b> |
|---------------------|------------------|-----------------------|
| John C.C. Fan       | 36,206,767       | 1,641,583             |
| James K. Brewington | 36,261,622       | 1,586,728             |
| David E. Brook      | 36,427,067       | 1,421,283             |
| Andrew H. Chapman   | 35,326,337       | 2,522,013             |
| Morton Collins      | 35,356,623       | 2,491,727             |
| Chi Chia Hsieh      | 26,928,915       | 10,919,435            |
| Michael J. Landine  | 36,370,756       | 1,477,594             |

**2. RATIFICATION OF AN INCREASE IN THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE 2010 EQUITY INCENTIVE PLAN.**

A proposal to ratify an amendment to the Company's 2010 Equity Incentive Plan to increase the number of shares authorized for issuance under the 2010 Equity Incentive Plan from 13,100,000 to 14,100,000 was approved by the following votes:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|----------------|-------------------------|
| 28,178,813       | 9,293,945            | 375,592        | 24,205,506              |

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

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

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|----------------|-------------------------|
| 60,164,699       | 1,437,471            | 451,686        | 0                       |

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

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

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|----------------|-------------------------|
| 21,116,080       | 14,313,522           | 2,418,748      | 24,205,506              |

As previously disclosed on a Form 8-K, as filed with the Securities and Exchange Commission on May 5, 2011, 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 11, 2018

By: /s/ Richard A. Sneider  
Richard A. Sneider  
Treasurer and Chief Financial Officer

(Principal Financial and Accounting Officer)