
**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) January 17, 2019

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.)**

125 North Drive, Westborough, MA 01581
(Address of Principal Executive Offices) (Zip Code)

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

N/A
(Former name or former address, if changed since last report)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 17, 2019, the Board of Directors (the “Board”) of Kopin Corporation (the “Company”), appointed Paul Baker its Strategic Business Officer effective January 17, 2019 (the “Effective Date”). In Mr. Baker’s new role, his responsibilities will expand to include evaluating technology commercialization alternatives as the Company transitions from a development focus to marketing its recently created technologies. He will also assist in identifying and implementing programs to improve organizational efficiency and execution.

Mr. Baker, age 56, previously served as the Company’s Senior Vice President, Business Development since January 2017, and as Vice President, Business Development between March 2014 and December 2016. From 2007 to 2014, Mr. Baker served as Executive Vice President, Business Development & Sales at ZINK Imaging Co., a privately-held company headquartered in Billerica, Massachusetts that invented ZINK Zero Ink® Technology. Mr. Baker holds a B.A. in economics from Colby College and a M.B.A. from Boston University.

In his new role as Senior Business Officer, Mr. Baker will receive an annual base salary of \$295,000. Mr. Baker was granted 50,000 shares of restricted stock, which will vest at the rate of 20% on each of the first five December 10 anniversaries beginning on December 10, 2019. The restricted stock will be subject to the terms of the Company’s 2010 Equity Incentive Plan and any applicable restricted stock agreements. Mr. Baker will be eligible to participate in all employee benefit plans that the Company may establish for similarly situated employees, in accordance with the terms of those benefit plans or programs, as they may be amended from time to time.

Item 7.01 Regulation FD Disclosure.

On January 22, 2019, the Company issued a press release announcing the appointment of Mr. Baker to serve as the Company’s Strategic Business Officer. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 7.01 by reference.

The information included in Item 7.01 of this Current Report on Form 8-K and the exhibit related hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

See the Exhibit Index below, which is incorporated by reference herein.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Offer Letter, dated January 17, 2019, by and between Kopin Corporation and Paul Baker
99.1	Press Release, dated January 22, 2019, entitled "Kopin Announces Promotion of Paul Baker to Strategic Business Officer"

January 17, 2019

Paul Baker

Dear Paul,

It is my pleasure to offer you a position as Strategic Business Officer. I am certain your experience will greatly enhance Kopin's capabilities. You will serve as an employee at will reporting to John C.C. Fan, President and CEO.

Your bi-weekly rate of pay will be \$11,346.15 which will be paid in accordance with the Company's standard payroll practices and is equal to a gross annual salary of \$295,000.00, subject to withholdings in accordance with applicable state and federal laws. In addition, you will be granted fifty thousand (50,000) shares of Restricted stock of the Company's Common stock subject to formal approval by the Company's Compensation Committee and subject to the vesting schedule set forth below. (Please see note on Restricted stock in next paragraph).

Subject to the Compensation Committee's approval of the grant of Restricted stock, and subject to your continued employment, the fifty thousand (50,000) shares of stock will vest at the rate of 20% on each of the first five December 10th anniversaries commencing on December 10, 2019. The Restricted stock will be subject to the terms of the Company's 2010 Equity Incentive Plan and any applicable Restricted stock agreements. You must be actively employed by Kopin on the vesting date for any shares to vest. The tax obligations associated with the restricted stock are solely your responsibility.

You will be eligible to participate in all applicable group employee benefit plans or programs offered by the Company on the same basis as other employees, in accordance with the terms of those benefit plans or programs, as they may be amended from time to time.

This offer is contingent upon you not having any other agreement with another employer or party that imposes any restriction on your employment with Kopin. By signing below, you certify you are not a party to any other such agreement and your acceptance of this offer will not breach any obligation to any other party. If you have such an agreement, please immediately provide a copy to the Company for review. You further certify you are not aware of any situation creating or appearing to create a conflict of interest between you and the Company.

While employed by the Company, you agree to devote your full time, attention, energy, knowledge, and skills to carrying out your duties and responsibilities, which you promise to perform faithfully, diligently and to the best of your ability. Throughout your employment with the Company, you will be subject to and required to comply with such policies and procedures as the Company may establish from time to time, including, but not limited to, those set forth in the Company's employee handbook, a copy of which will be provided to you on the first day of your employment with the Company.

By signing this letter, you understand and agree your employment is "at will," meaning that either party can terminate the relationship at any time with or without cause and with or without notice. This letter is not intended, nor should it be considered, as a contract of employment. Rather, the terms contained herein are a summary of our initial employment relationship and are subject to later modification by the Company. Neither length of employment nor any express or implied representations can alter the at-will employment relationship, which can be modified only by a written agreement setting forth a specific term of employment and signed by the CEO or CFO.

You acknowledge this offer letter represents the entire agreement between you and Kopin with respect to the subject matter hereof and supersedes all prior agreements or understanding between you and the Company, whether written or verbal.

To accept this offer of employment, please sign and date both copies of this letter. Please return one executed copy to Lindi Lee, Human Resources Director. Acceptance of this offer is required no later than Monday, January 21, 2019, and is contingent on completion of acceptable background checks and personal references if applicable

This offer of employment is further contingent upon Kopin receiving from you all required signed new-hire documents, including the attached restrictive covenants agreement.

Sincerely,

/s/ Dr. John Fan

Dr. John Fan
President & Chief Executive Officer

Agreed to and accepted by:

/s/ Paul Baker

Paul Baker

Kopin Announces Promotion of Paul Baker to Strategic Business Officer

WESTBOROUGH, Mass.--(BUSINESS WIRE)-- Kopin Corporation (KOPN), a global pioneer in wearable technologies for training and simulation, industrial and enterprise markets, today announced Paul Baker has been promoted to the newly created position of Strategic Business Officer, reporting directly to President & CEO Dr. John C.C. Fan. Baker has served as Senior Vice President of Business Development at Kopin since 2014.

In Baker's new role, his responsibilities will expand to include evaluating technology commercialization alternatives as the Company transitions from a development focus to marketing its recently created technologies. He will also assist in identifying and implementing programs to improve organizational efficiency and execution.

"Kopin has successfully developed some of the world's leading augmented reality (AR) and virtual reality (VR) technologies over the past several years, with numerous applications in military and enterprise, among other markets," said Dr. Fan. "As Strategic Business Officer, Paul will partner with me and our different operations teams to develop and implement strategies to maximize Kopin's return on investments across our technology portfolio."

Paul Baker joined Kopin as VP of Display Business Development from ZINK Imaging, where he was Executive Vice President, Business Development & Sales. Prior to that role, he was VP, General Manager, of Opal Technology at Polaroid. Baker holds a BA in Economics from Colby College and an MBA from Boston University.

To learn more about Kopin, visit www.kopin.com.

About Kopin

Kopin Corporation is a leading developer and provider of innovative wearable technologies and critical components for integration into wearable computing systems for military, industrial and consumer products. Kopin's technology portfolio includes ultra-small displays, optics, speech enhancement technology, voice-interface and hands-free control software, low-power ASICs, and ergonomically designed smart headset reference systems. Kopin's proprietary components and technology are protected by more than 300 global patents and patents pending. For more information, please visit Kopin's website at www.kopin.com

Contact:

For Investor Relations
Kopin Corporation
Richard Sneider, Treasurer and Chief Financial Officer, 508-870-5959,
rsneider@kopn.com

Market Street Partners
Joann Home, 415-445-3233, JHome@marketstreetpartners.com