

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) CEO & President
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/31/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2017		G	(1)(2)	260000	D	\$0.00	4469769	D	
Common Stock	12/31/2017		G	(1)(2)	150000	D	\$0.00	4319769	D	
Common Stock	12/31/2017		G	(1)(2)	150000	D	\$0.00	4169769	D	
Common Stock	12/31/2017		G	(3)	640000	A	\$0.00	4809769	D	
Common Stock	12/31/2017		G	(3)	150000	A	\$0.00	4959769	D	
Common Stock	12/31/2017		G	(3)	150000	A	\$0.00	5109769	D	

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (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 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.

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	
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Signatures

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

1/3/2018

**Signature of Reporting Person

Date

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

* 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).

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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