KOPIN CORP Form 4/A December 23, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number: January 31, Expires:

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response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

12/10/2013

(Print or Type Responses)

1. Name and Address of Reporting Person * FAN JOHN C C			Symbol		Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			KOPIN	CORP [K	KOPNJ	(Check all applicable)			
(Last) (First) (M		(Middle)	3. Date of	Earliest Tr	ransaction				
			(Month/D	ay/Year)		Director	10%	Owner	
C/O KOPIN CO NORTH DRIVI		ON, 125	12/10/20	013		_X_ Officer (below)	(give title Other below) CEO & President	er (specify	
(Street)			4. If Ame	ndment, Da	te Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
			Filed(Mor	nth/Day/Year 013)				
WESTBOROU	GH, MA 015	581				Form filed Person	by More than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	Perivative Securities Acq	uired, Dispose	d of, or Beneficial	ly Owned	
	Fransaction Date onth/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Code V

 $F^{(1)}$

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

3,058,460

D

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

or

(D)

D

Price

3.69

Amount

183,232

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				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

CEO & President

Signatures

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

12/23/2013

**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 December 12, 2013 the reporting person filed a Form 4 for shares remitted back to Kopin Corporation as payment for taxes due on the lapse of restrictions on a restricted common stock grant. This filing failed to include the shares withheld as a result of the medicare surtax.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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