

KOPIN CORP  
Form NT 10-K  
March 17, 2017

SEC FILE NUMBER  
000-19882

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

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check One)  Form 10-K     Form 20-F     Form 11-K     Form 10-Q     Form 10-D  
 Form N-SAR     Form N-CSR

For Period Ended: December 31, 2016

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.  
Nothing in this form shall be construed to imply that the Commission has verified any  
information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

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PART I — REGISTRANT INFORMATION

Kopin Corporation  
Full Name of Registrant

Not Applicable  
Former Name if Applicable

125 North Drive  
Address of Principal Executive Office (Street and Number)

Westborough, MA 01581-3335  
City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;

(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and

- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

Kopin Corporation is unable to file its Annual Report on Form 10-K for the year ended December 31, 2016 within the prescribed time period without unreasonable effort or expense. As previously communicated, Kopin discovered instances in which an employee at its majority-owned Korean subsidiary, Kowon, appeared to have embezzled money from such subsidiary, and as such, material weaknesses in its internal controls over financial reporting were identified. Kopin requires additional time to finalize its financial statements, to be filed as part of the 2016 Form 10-K, as it completes the reconciliation process within its consolidated financial statements. Kopin does not believe this issue will have a material impact on its 2016 or 2015 operating results, nor will it impact future results.

Kopin currently expects to file the 2016 Form 10-K on or before March 31, 2017, the prescribed due date under the fifteen calendar day extension period provided under Rule 12b-25.

PART IV — OTHER INFORMATION

Name and  
telephone  
number of the  
(1) person to  
contact in  
regard to this  
notification.

Richard  
Sneider  
(508)  
870-5959

Have all other  
periodic  
reports  
required under  
Section 13 or  
15(d) of the  
Securities  
Exchange Act  
of 1934 or  
Section 30 of  
the Investment  
Company Act  
(2) of 1940 during  
the preceding  
12 months or  
for such  
shorter period  
that the  
registrant was  
required to file  
such report(s)  
been filed? If  
answer is no,  
identify  
report(s).  
Form 10Q for  
Quarterly  
period ended  
September 26,  
2016  
Yes  No

(3) Is it  
anticipated

that any significant change in results of operations for the corresponding period for the last fiscal year will be reflected by the earnings statement to be included in the subject report or portion thereof?

Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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Kopin Corporation  
(Name of the Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 17, 2017 By: /s/ Richard A. Sneider  
Richard A. Sneider  
Treasurer and Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).