

KOPIN CORP  
Form 8-K  
February 08, 2019

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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) February 8, 2019

KOPIN CORPORATION

(Exact Name of Registrant as Specified in Charter)

DELAWARE                      000-19882      04-2833935  
(State or Other Jurisdiction   (Commission   (IRS Employer  
of Incorporation)              File Number)   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 1.01 Entry into a Material Definitive Agreement

On February 8, 2019, Kopin Corporation (the “Company”) entered into an At-The-Market Equity Offering Sales Agreement (the “Sales Agreement”) with Stifel, Nicolaus & Company, Incorporated, as agent (“Stifel Nicolaus”), pursuant to which the Company may offer and sell, from time to time through Stifel Nicolaus, shares of its common stock, par value \$0.01 per share (the “Common Stock”), with aggregate gross proceeds of up to \$20.0 million (the “Shares”). The offer and sale of the Shares will be made pursuant to a shelf registration statement on Form S-3 and the related prospectus (File No. 333-228549) filed by the Company with the Securities and Exchange Commission (the “SEC”) on November 26, 2018 and declared effective by the SEC on December 14, 2018, as supplemented by a prospectus supplement dated February 8, 2019 and filed with the SEC pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the “Securities Act”).

Pursuant to the Sales Agreement, Stifel Nicolaus may sell the Shares in sales deemed to be “at-the-market” equity offerings as defined in Rule 415 promulgated under the Securities Act, including sales made directly on or through the Nasdaq Global Market. If agreed to in a transaction notice, the Company may also sell Common Stock to Stifel Nicolaus as principal, at a purchase price agreed upon by Stifel Nicolaus and the Company. The offer and sale of the Shares pursuant to the Sales Agreement will terminate upon the earlier of (a) the sale of all of the Shares subject to the Sales Agreement or (b) the termination of the Sales Agreement by Stifel Nicolaus or the Company pursuant to the terms thereof.

The Company will pay Stifel Nicolaus a commission of 3.0% of the aggregate gross proceeds from any Shares sold by Stifel Nicolaus and the Company has agreed to provide Stifel Nicolaus with customary indemnification and contribution rights, including for liabilities under the Securities Act. The Company also will reimburse Stifel Nicolaus for certain specified expenses in connection with entering into the Sales Agreement. The Sales Agreement contains customary representations and warranties and conditions to the placements of the Shares pursuant thereto.

The foregoing description of the Sales Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Sales Agreement. A copy of the Sales Agreement is filed with this Current Report on Form 8-K as Exhibit 1.1 and is incorporated herein by reference.

A copy of the opinion of Morgan, Lewis & Bockius LLP, relating to the validity of the Shares to be issued pursuant to the Sales Agreement, is filed with this Current Report on Form 8-K report as Exhibit 5.1.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the Shares, nor shall there be any offer, solicitation, or sale of the Company’s Common Stock in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

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

Exhibit No.	Description
<u>1.1</u>	<u>At-the-Market Equity Offering Sales Agreement by and between Kopin Corporation and Stifel, Nicolaus &amp; Company, Incorporated, dated February 8, 2019</u>
<u>5.1</u>	<u>Opinion of Morgan, Lewis &amp; Brockius LLP</u>
<u>23.1</u>	<u>Consent of Morgan, Lewis &amp; Brockius LLP (included in Exhibit 5.1)</u>



SIGNATURES

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 thereunto duly authorized.

KOPIN CORPORATION

Date: February 8, 2019 By: /S/ RICHARD A. SNEIDER

Richard A. Sneider

Treasurer and Chief Financial Officer