

KOPIN CORP
Form SC 13G
April 06, 2018

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

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. __)*

KOPIN CORPORATION

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

500600101

(CUSIP Number)

April 20, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

GoerTek Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

P. R. China

5 SOLE VOTING POWER

NUMBER OF

SHARES 7,589,000

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON 7,589,000

8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,589,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.1% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

- (1) Based upon 75,156,563 shares of common stock outstanding as of August 4, 2017, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended July 1, 2017, filed with the Securities and Exchange Commission on August 10, 2017.

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Item 1(a). Name of Issuer:

Kopin Corporation.

Item 1(b). Address of Issuer's Principal Executive Offices:

The address of the principal executive offices of Kopin Corporation is 125 North Drive, Westborough, Massachusetts 01581-3335.

Item 2(a). Name of Person Filing:

GoerTek Inc.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office is No. 268 Dongfang Road, High-Tech Industrial Development District, Weifang, Shandong, 261031, P. R. China.

Item 2(c). Citizenship:

Incorporated in P. R. China.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share.

Item 2(e). CUSIP Number:

500600101.

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)-(k): Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

See the response to Item 9 on the attached cover page.

(b) Percent of class:

See the response to Item 11 on the attached cover page.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See the response to Item 5 on the attached cover page.

(ii) Shared power to vote or to direct the vote:

See the response to Item 6 on the attached cover page.

(iii) Sole power to dispose or to direct the disposition of:

See the response to Item 7 on the attached cover page.

(iv) Shared power to dispose or to direct the disposition of:

See the response to Item 8 on the attached cover page.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Member of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Rule 14a-11 under the Securities Exchange Act of 1934, as amended.

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SIGNATURE**

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

GOERTEK INC.

Dated: April 6, 2018

/s/ Kevin He
Kevin He
Vice President of Legal Affairs