

KOPIN CORP  
Form SC TO-I/A  
September 11, 2008

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE TO**

**(Rule 13e-4)**

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. 1)**

**KOPIN CORPORATION**

**(Name of Subject Company (issuer) and Filing Person (offeror))**

**Options to Purchase Shares of Common Stock, Par Value \$0.01 per Share**

**(Title of Class of Securities)**

**500600101**

**(CUSIP Number of Class of Securities of Underlying Common Stock)**

**Richard Sneider**

**Chief Financial Officer**

**200 John Hancock Rd**

**Taunton, MA 02780**

**(508) 824-6696**

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(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing person)

*With a Copy to:*

**John J Concannon, Esq.**

**Bingham McCutchen LLP**

**One Federal Street**

**Boston, MA 02110**

**(617) 951-8000**

**CALCULATION OF FILING FEE**

**Transaction valuation\***  
**\$184,486**

**Amount of filing fee\*\***  
**\$7.25**

- \* Calculated solely for purposes of determining the filing fee. This amount is based on the Black-Scholes-Merton option valuation model, and assumes that all outstanding options eligible for tender covering an aggregate of 203,460 shares of the common stock of Kopin Corporation will be acquired pursuant to this offer, which may not occur.
- \*\* The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, is based on a rate equal to \$39.30 per \$1,000,000 of transaction valuation. The transaction valuation set forth above was calculated for the sole purpose of determining the filing fee, and should not be used or relied upon for any other purpose.
- x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$7.25  
Form or Registration No.: 005-48471

Filing Party: Kopin Corporation  
Date Filed: August 28, 2008

- .. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- .. third-party tender offer subject to Rule 14d-1.
- x issuer tender offer subject to Rule 13e-4.

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going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 1 to the Schedule TO amends and supplements the Schedule TO and the Offer to Purchase Eligible Options (the *Offering Memorandum* ) filed with the Securities and Exchange Commission (the *SEC* ) on August 28, 2008, in connection with the offer by Kopin Corporation to certain option holders to purchase certain portions of certain stock options in order to avoid or minimize the potential adverse personal tax consequences that may apply to these stock options under Section 409A of the Internal Revenue Code of 1986, as amended, and the regulations and guidance issued by the U.S. Internal Revenue Service thereunder. Except as amended and supplemented hereby, all terms of the Tender Offer Statement on Schedule TO and the Offering Memorandum and all disclosure set forth in the Schedule TO and the Exhibits thereto remain unchanged.

The Offering Memorandum filed as Exhibit 99.(a)(1)(A) of the Schedule TO is hereby amended as follows:

**19. Forward-looking Statements; Miscellaneous.**

The first paragraph on page 30 in Section 19 of the Offering Memorandum is hereby amended and restated as follows:

With the exception of statements made in connection with our tender offer, this document and our SEC reports referred to above contain certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 Act and Section 21E of the Exchange Act. All statements other than statements of historical fact may be forward-looking statements. Such forward-looking statements include, among others, those statements regarding future events and future results of Kopin that are based on current expectations, estimates, forecasts, and the beliefs and assumptions of us and our management, and speak only as of the date made and are not guarantees of future performance. The words anticipates, believes, expects, estimates, plans, objectives, and other similar statements of expectation identify forward-looking statements. Forward-looking statements are inherently uncertain and subject to risks. Such statements should be viewed with caution. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in our Annual Report on Form 10-K for our fiscal year ended December 29, 2007 filed with the SEC on March 31, 2008, including those set forth in Item 1A, those factors set forth in Item 7A and those factors set forth in other reports that we file with the SEC.

The Election Form filed as Exhibit 99.(a)(1)(B) of the Schedule TO is hereby amended as follows:

**Election Form**

The first paragraph on the first page of the Election Form is hereby amended and restated as follows:

Before signing and submitting this Election Form including Annex A attached hereto, please make sure you have received the documents that make up the Offer, including: (i) the Offer to Purchase Eligible Options (the Offering Memorandum ); (ii) the form of Cash Payment Right; and (iii) this Election Form. The Offer is subject to the terms and conditions of the Offering Documents as they may be amended. Capitalized terms used but not otherwise defined in this Election Form shall have the meanings set forth in the Offering Memorandum.

**Item 12. Exhibits**

Item 12 of the Schedule TO is amended and restated as follows:

The Exhibit Index included in this Tender Offer Statement on Schedule TO is incorporated herein by reference.

**Exhibit**

<b>Number</b>	<b>Description</b>
99.(a)(1)(A)	Offer to Purchase Eligible Options dated August 28, 2008, as amended September 11, 2008.
99.(a)(1)(B)	Form of Election Form, as amended September 11, 2008.
99.(a)(1)(C)*	Form of Cash Payment Right
99.(a)(1)(D)*	Form of Election Confirmation Statement

99.(a)(1)(E)\* Email Notification to Eligible Optionees

- 99.(a)(5)\* Employee Presentation
- 99.(b) Not applicable.
- 99.(d)(A)\* Filed with the SEC on April 20, 2001 as Appendix B to Proxy Statement filed pursuant to Rule 14a-6 of the Exchange Act, File No. 000-19882, and incorporated herein by reference.
- 99.(d)(B)\* 2001 Supplemental Equity Incentive Plan, as amended, filed as exhibit 4.5 to Registration Statement on Form S-8 filed on November 13, 2001, and incorporated herein by reference.
- 99.(g) Not applicable.
- 99.(h) Not applicable.

\* Previously filed.

*Signature.* After due 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.

**KOPIN CORPORATION**

By: /s/ Richard S. Sneider  
Name: Richard Sneider  
Title: Chief Financial Officer  
Dated: September 11, 2008

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**EXHIBIT INDEX**

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