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KOPIN CORP

FORM 10-Q
(Quarterly Report)

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

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 29, 2014

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 0-19882

KOPIN CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**04-2833935**
State or other jurisdiction of incorporation or organization	**(I.R.S. Employer Identification No.)**
125 North Drive, Westborough, MA	**01581-3335**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (508) 870-5959

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding as of May 2, 2014
Common Stock, par value $.01	65,966,655

Kopin Corporation

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Part 1: FINANCIAL INFORMATION

Item 1: Condensed Consolidated Financial Statements (Unaudited)

KOPIN CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

	March 29, 2014	December 28, 2013
ASSETS		
Current assets:		
Cash and equivalents	$ 14,811,610	$ 16,756,666
Marketable debt securities, at fair value	91,334,212	95,972,535
Accounts receivable, net of allowance of $187,000 and $202,000 in 2014 and 2013, respectively	2,367,728	2,388,461
Inventory	2,361,018	3,078,055
Prepaid taxes	273,587	233,642
Prepaid expenses and other current assets	563,570	1,178,643
Total current assets	111,711,725	119,608,002
Property, plant and equipment, net	5,350,375	6,034,963
Goodwill	1,022,399	1,016,132
Intangible assets, net	1,342,337	1,581,502
Other assets	2,783,726	3,024,458
Notes receivable	14,883,334	14,866,666
Total assets	$ 137,093,896	$ 146,131,723
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 4,147,886	$ 3,868,865
Accrued payroll and expenses	1,384,419	1,436,391
Accrued warranty	716,000	716,000
Billings in excess of revenue earned	665,172	547,681
Other accrued liabilities	2,545,953	3,157,394
Deferred tax liabilities	1,390,761	1,512,771
Total current liabilities	10,850,191	11,239,102
Asset retirement obligations	332,502	329,435
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, par value $.01 per share: authorized, 3,000 shares; none issued	—	—
Common stock, par value $.01 per share: authorized, 120,000,000 shares; issued 77,976,881 shares in 2014 and 77,567,631 shares in 2013; outstanding 62,525,475 shares in 2014 and 62,560,946 shares in 2013	746,278	745,935
Additional paid-in capital	321,941,313	320,511,458
Treasury stock (12,102,258 and 12,032,537 shares in 2014 and 2013, respectively, at cost)	(42,741,551)	(42,442,932)
Accumulated other comprehensive income	2,801,837	3,441,997
Accumulated deficit	(156,837,627)	(147,703,211)
Total Kopin Corporation stockholders' equity	125,910,250	134,553,247
Noncontrolling interest	953	9,939
Total stockholders' equity	125,911,203	134,563,186
Total liabilities and stockholders' equity	$ 137,093,896	$ 146,131,723

See notes to condensed consolidated financial statements

KOPIN CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	Three Months Ended	
	March 29, 2014	March 30, 2013
Revenues:		
Net component revenues	$ 4,227,760	$ 5,568,023
Research and development revenues	467,010	751,061
	4,694,770	6,319,084
Expenses:		
Cost of component revenues	4,225,449	5,964,409
Research and development	5,086,284	4,247,556
Selling, general and administration	4,996,802	5,749,113
	14,308,535	15,961,078
Loss from operations	(9,613,765)	(9,641,994)
Other income and expense:		
Interest income	238,172	310,437
Other income, net	59,828	(177,168)
Foreign currency transaction gains	181,751	220,708
Impairment of cost based investment	—	(2,485,393)
	479,751	(2,131,416)
Loss before benefit for income taxes, equity loss in unconsolidated affiliate and net (income) loss attributable to noncontrolling interest	(9,134,014)	(11,773,410)
Tax benefit	143,000	13,040,000
(Loss) income before equity loss in unconsolidated affiliate and net (income) loss attributable to noncontrolling interest	(8,991,014)	1,266,590
Equity loss in unconsolidated affiliate	(102,305)	(99,088)
(Loss) income from continuing operations	(9,093,319)	1,167,502
Income from discontinued operations, net of tax	—	20,196,888
Net (loss) income	(9,093,319)	21,364,390
Net (income) loss attributable to the noncontrolling interest	(41,097)	269,419
Net (loss) income attributable to the controlling interest	$ (9,134,416)	$ 21,633,809
Net (loss) income per share		
Basic:		
Continuing operations	$ (0.15)	$ 0.02
Discontinued operations	$ —	$ 0.32
Net (loss) income per share	$ (0.15)	$ 0.34
Diluted:		
Continuing operations	$ (0.15)	$ 0.02
Discontinued operations	$ —	$ 0.32
Net (loss) income per share	$ (0.15)	$ 0.34
Weighted average number of common shares		
Basic	62,530,202	63,935,508
Diluted	62,530,202	63,935,508

See notes to condensed consolidated financial statements

KOPIN CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME

(Unaudited)

	Three months ended	
	March 29, 2014	March 30, 2013
Net (loss) income	$ (9,093,319)	$ 21,364,390
Other comprehensive (loss) income:		
Foreign currency translation adjustments	(859,599)	(611,719)
Unrealized holding gain on marketable securities	183,441	201,192
Reclassifications of gains in net (loss) income	(14,085)	(3,282)
Other comprehensive loss	$ (690,243)	$ (413,809)
Comprehensive (loss) income	$ (9,783,562)	$ 20,950,581
Comprehensive gain attributable to the noncontrolling interest	8,986	317,179
Comprehensive (loss) income attributable to controlling interest	$ (9,774,576)	$ 21,267,760

See notes to condensed consolidated financial statements

KOPIN CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(Unaudited)

	Common Stock								
	Shares	Amount	Additional Paid-in Capital	Treasury Stock	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Kopin Corporation Stockholders' Equity	Noncontrolling Interest	Total Stockholders' Equity
Balance, December 28, 2013	**74,593,483**	**$745,935**	**$320,511,458**	**$(42,442,932)**	**$ 3,441,997**	**$(147,703,211)**	**$134,553,247**	**$ 9,939**	**$134,563,186**
Stock-based compensation	—	—	1,301,757	—	—	—	1,301,757	—	1,301,757
Other comprehensive loss	—	—	—	—	(640,160)	—	(640,160)	(50,083)	(690,243)
Exercise of stock options	34,250	343	128,098	—	—	—	128,441	—	128,441
Treasury stock purchases	—	—	—	(298,619)	—	—	(298,619)	—	(298,619)
Net loss	—	—	—	—	—	(9,134,416)	(9,134,416)	41,097	(9,093,319)
Balance, March 29, 2014	**74,627,733**	**$746,278**	**$321,941,313**	**$(42,741,551)**	**$ 2,801,837**	**$(156,837,627)**	**$125,910,250**	**$ 953**	**$125,911,203**

See notes to condensed consolidated financial statements

KOPIN CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three months ended	
	March 29, 2014	March 30, 2013
Cash flows from operating activities:		
Net (loss) income	$ (9,093,319)	$ 21,364,390
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Depreciation and amortization	932,974	1,095,202
Amortization of premium or discount on marketable debt securities	17,300	(29,025)
Stock-based compensation	1,126,957	1,505,832
Loss in unconsolidated affiliate	102,305	99,088
Impairment of cost based investment	—	2,485,393
Gain from sale of III-V product line	—	(33,452,176)
Deferred income taxes	(122,359)	40,700
Foreign currency gains	(157,642)	(201,532)
Change in allowance for bad debt	14,679	(18,508)
Other non-cash items	233,078	189,224
Changes in assets and liabilities:		
Accounts receivable	122,945	3,595,929
Inventory	487,156	1,100,241
Prepaid expenses and other current assets	578,444	288,901
Accounts payable and accrued expenses	(504,810)	(1,177,857)
Billings in excess of revenue earned	117,491	(155,476)
Net cash used in operating activities	(6,144,801)	(3,269,674)
Cash flows from investing activities:		
Proceeds from sale of marketable debt securities	13,267,391	6,604,744
Purchase of marketable debt securities	(8,444,398)	(39,720,697)
Proceeds from sale of III-V product line	—	55,000,000
Purchases of cost based investments	—	(2,750,278)
Other assets	(14,127)	—
Capital expenditures	(444,372)	(307,930)
Net cash provided by investing activities	4,364,494	18,825,839
Cash flows from financing activities:		
Treasury stock purchases	(298,619)	—
Purchase of noncontrolling interest in Kowon	—	(3,662,400)
Proceeds from exercise of stock options	128,441	—
Settlement of restricted stock for tax withholding obligations	—	(11,449)
Net cash used in financing activities	(170,178)	(3,673,849)
Effect of exchange rate changes on cash	5,429	(165,767)
Net (decrease) increase in cash and equivalents	(1,945,056)	11,716,549
Cash and equivalents:		
Beginning of period	16,756,666	27,135,387
End of period	$ 14,811,610	$ 38,851,936
Supplemental disclosure of cash flow information:		
Income taxes paid	$ 57,100	$ 113,700
Supplemental schedule of noncash investing activities:		
Construction in progress included in accrued expenses	$ 232,000	$ —
Non-cash proceeds from sale of III-V product line	$ —	$ 14,800,000

See notes to condensed consolidated financial statements

KOPIN CORPORATION

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The accompanying condensed consolidated financial statements include the accounts of Kopin Corporation, its wholly-owned subsidiaries, Kowon Technology Co., Ltd. (Kowon), a majority owned (93%) subsidiary located in Korea, Ikanos Consulting Ltd. (Ikanos) a majority owned (58%) subsidiary located in the United Kingdom and eMDT America Inc. (eMDT), a majority owned (51%) subsidiary located in California (collectively, the “Company”). Ownership interests of Kowon, Ikanos and eMDT not attributable to the Company are referred to as noncontrolling interests. All intercompany transactions and balances have been eliminated. The condensed consolidated financial statements for the three months ended March 29, 2014 and March 30, 2013 are unaudited and include all adjustments which, in the opinion of management, are necessary to present fairly the results of operations for the periods then ended. These condensed consolidated financial statements should be read in conjunction with the Company’s financial statements and notes thereto, included in the Company’s Annual Report on Form 10-K for the year ended December 28, 2013 .

During the first quarter of 2013 , the Company paid approximately $3.7 million to acquire an additional 15% ownership in its Kowon subsidiary from the minority shareholders, as part of the Company's plan to close Kowon. As of March 29, 2014 and December 28, 2013 , the sale of the facility does not meet the criteria for assets held for sale based on the anticipated time to sell the facility.

The results of the Company's operations for any interim period are not necessarily indicative of the results of the Company's operations for any other interim period or for a full fiscal year.

During the three months ended March 29, 2014 , the change in the Company's accumulated other comprehensive income was the net of $ (0.9) million foreign currency translation adjustment and $0.2 million unrealized holding gains on marketable securities.

2. Discontinued Operations

On January 16, 2013 (the Closing Date), the Company sold its III-V product line, including all of the outstanding equity interest in KTC Wireless, LLC, a wholly owned subsidiary of the Company, to IQE KC, LLC and IQE plc pursuant to a Purchase Agreement (the Purchase Agreement) entered into on January 10, 2013 , for a net purchase price of $70.2 million and the gain on the sale, net of tax, was $20.4 million . Under the terms of the Purchase Agreement, $55 million was paid to the Company in January 2013 , $0.2 million was paid in April 2013 and the remaining $15.0 million will be paid to the Company on the third anniversary of the Closing Date. The Company has recorded the $15.0 million receivable at the discounted value of $14.8 million , at the date of disposition. The Company is accreting this balance over the three year period.

The operating results of the III-V product line prior to the sale are reported within income from discontinued operations, net of tax, in the consolidated statement of operations.

The following table summarizes the results from discontinued operations (in millions) for the three months ended March 30, 2013 :

	March 30, 2013
Net product and research and development revenues	$ 2.3
Loss from discontinued operations before income taxes	(0.2)
Provision for income taxes on discontinued operations	—
Discontinued operations, net of tax	$ (0.2)
Gain on sale, net of $13.1 million of tax	20.4
Income from discontinued operations, net of tax	$ 20.2

3. CASH AND EQUIVALENTS AND MARKETABLE SECURITIES

The Company considers all highly liquid, short-term debt instruments with original maturities of three months or less to be cash equivalents.

Marketable debt securities consist primarily of certificates of deposit, medium-term corporate debt, and United States government and agency backed securities. The Company classifies these marketable debt securities as available-for-sale in “Marketable Debt Securities”. The Company records the amortization of premium and accretion of discount on marketable debt securities in the results of operations.

The Company uses the specific identification method as a basis for determining cost and calculating realized gains and losses with respect to marketable debt securities. The gross gains and losses realized related to sales and maturities of marketable debt securities were not material during the three months ended March 29, 2014 and the year ended December 28, 2013 .

Investments in available-for-sale marketable debt securities are as follows at March 29, 2014 and December 28, 2013 :

	Amortized Cost		Unrealized Gains		Unrealized Losses		Fair Value	
	2014	2013	2014	2013	2014	2013	2014	2013
U.S. government and agency backed securities	$ 73,883,903	$ 68,970,505	$ —	$ —	$ (383,800)	$ (686,113)	$ 73,500,103	$ 68,284,392
Corporate debt and certificates of deposit	17,883,490	27,767,513	—	—	(49,381)	(79,370)	17,834,109	27,688,143
Total	$ 91,767,393	$ 96,738,018	$ —	$ —	$ (433,181)	$ (765,483)	$ 91,334,212	$ 95,972,535

The contractual maturity of the Company’s marketable debt securities is as follows at March 29, 2014 :

	Less than One year	One to Five years	Greater than Five years	Total
U.S. government and agency backed securities	$ 19,652,512	$ 43,598,521	$ 10,249,070	$ 73,500,103
Corporate debt and certificates of deposit	14,382,597	2,467,762	983,750	17,834,109
Total	$ 34,035,109	$ 46,066,283	$ 11,232,820	$ 91,334,212

The Company conducts a review of its marketable debt securities on a quarterly basis for the presence of other-than-temporary impairment (OTTI). The Company assesses whether OTTI is present when the fair value of a debt security is less than its amortized cost basis at the balance sheet date. Under these circumstances OTTI is considered to have occurred (1) if the Company intends to sell the security before recovery of its amortized cost basis; (2) if it is “more likely than not” the Company will be required to sell the security before recovery of its amortized cost basis; or (3) the present value of expected cash flows is not sufficient to recover the entire amortized cost basis.

The Company further estimates the amount of OTTI resulting from a decline in the credit worthiness of the issuer (credit-related OTTI) and the amount of non credit-related OTTI. Noncredit-related OTTI can be caused by such factors as market illiquidity. Credit-related OTTI is recognized in earnings while noncredit-related OTTI on securities not expected to be sold is recognized in other comprehensive loss. The Company did not record an OTTI for the three months ended March 29, 2014 and March 30, 2013 .

4. FAIR VALUE MEASUREMENTS

Financial instruments are categorized as Level 1, Level 2 or Level 3 based upon the method by which their fair value is computed. An investment is categorized as Level 1 when its fair value is based on unadjusted quoted prices in active markets for identical assets that the Company has the ability to access at the measurement date. An investment is categorized as Level 2 if its fair market value is based on quoted market prices for similar assets in active markets, quoted prices for identical or similar assets in markets that are not active, based on observable inputs such as interest rates, yield curves, or derived from or corroborated by observable market data by correlation or other means. An investment is categorized as Level 3 if its fair value is based on assumptions developed by the Company about what a market participant would use in pricing the assets.

The following table details the fair value measurements of the Company's financial assets:

		Fair Value Measurement March 29, 2014 Using:		
		Level 1	Level 2	Level 3
Money Markets, Cash and Equivalents	$ 14,811,610	$ 14,811,610	$ —	$ —
U.S. Government Securities	73,500,103	25,013,792	48,486,311	—
Corporate Debt	4,709,186	—	4,709,186	—
Certificates of Deposit	13,124,923	—	13,124,923	—
Vuzix Corporation	1,293,773	1,293,773	—	—
	$ 107,439,595	$ 41,119,175	$ 66,320,420	$ —

		Fair Value Measurement December 28, 2013 Using:		
		Level 1	Level 2	Level 3
Money Markets, Cash and Equivalents	$ 16,756,666	$ 16,756,666	$ —	$ —
U.S. Government Securities	68,284,392	16,542,003	51,742,389	—
Corporate Debt	12,984,331	—	12,984,331	—
Certificates of Deposit	14,703,812	—	14,703,812	—
Vuzix Corporation	1,433,102	1,433,102	—	—
	$ 114,162,303	$ 34,731,771	$ 79,430,532	$ —

The corporate debt consists of floating rate notes with a maturity that is over multiple years but has interest rates which are reset every three months based on the then current three month London Interbank Offering Rate (three month Libor). The Company determines the fair market values of these corporate debt instruments through the use of a model which incorporates the three month Libor, the credit default swap rate of the issuer and the bid and ask price spread of the same or similar investments which are traded on several markets.

The carrying amounts of cash equivalents, accounts receivable, accounts payable and accrued liabilities approximate fair value because of their short-term nature. If accrued liabilities were carried at fair value, these would be classified as Level 2 in the fair value hierarchy.

5. INVENTORY

Inventory is stated at the lower of cost (determined on the first-in, first-out) or market and consists of the following at March 29, 2014 and December 28, 2013 :

	March 29, 2014	December 28, 2013
Raw materials	$ 1,330,043	$ 1,441,569
Work-in-process	811,110	1,003,540
Finished goods	219,865	632,946
	$ 2,361,018	$ 3,078,055

6. NET (LOSS) INCOME PER SHARE

Basic net (loss) income per share is computed using the weighted average number of shares of common stock outstanding during the period less any non-vested restricted shares. Diluted earnings per common share, if applicable, is calculated using weighted average shares outstanding and contingently issuable shares, less weighted average shares reacquired during the period. The net outstanding shares are adjusted for the dilutive effect of shares issuable upon the assumed conversion of the Company's common stock equivalents, which consist of outstanding stock options and unvested restricted stock units.

Weighted average common shares outstanding used to calculate earnings per share are as follows:

	Three Months Ended	
	March 29, 2014	March 30, 2013
Weighted average common shares outstanding-basic	62,530,202	63,935,508
Stock options and non-vested restricted common stock	—	—
Weighted average common shares outstanding-diluted	62,530,202	63,935,508

The following were not included in weighted average common shares outstanding-diluted because they are anti-dilutive or performance or market conditions had not been met at the end of the period.

	March 29, 2014	March 30, 2013
Non-vested restricted common stock	3,349,148	2,411,048
Stock options	524,600	981,505
Total	3,873,748	3,392,553

Not included in weighted average common shares outstanding-diluted are the warrants to purchase 200,000 shares of the Company's common stock for $3.49 per share.

7. STOCK-BASED COMPENSATION

The fair value of non-vested restricted common stock awards is generally the market value of the Company's common stock on the date of grant. The non-vested common stock awards require the employee to fulfill certain obligations, including remaining employed by the Company for one , two or four years (the vesting period) and in certain cases also require meeting either performance criteria or the Company's stock achieving a certain price. For non-vested restricted common stock awards which solely require the recipient to remain employed with the Company, the stock compensation expense is amortized over the anticipated service period. For non-vested restricted common stock awards which require the achievement of performance criteria, the Company reviews the probability of achieving the performance goals on a periodic basis. If the Company determines that it is probable that the performance criteria will be achieved, the amount of compensation cost derived for the performance goal is amortized over the service period. If the performance criteria are not met, no compensation cost is recognized and any previously recognized compensation cost is reversed. The Company recognizes compensation costs on a straight-line basis over the requisite service period for time-vested awards.

During the quarter ended March 29, 2014 , the 2010 Equity Plan has been amended to increase the number of authorized shares by 1.9 million.

A summary of award activity under the stock option plans as of March 29, 2014 and changes during the three month period is as follows (all options were vested as of March 29, 2014):

	Three months ended March 29, 2014	
	Shares	Weighted Average Exercise Price
Balance, December 28, 2013	558,850	$ 5.09
Options forfeited/canceled	—	—
Options exercised	(34,250)	3.75
Balance, all exercisable, March 29, 2014	524,600	$ 5.18

The following table summarizes information about stock options outstanding and exercisable at March 29, 2014 :

	Options Outstanding and Exercisable		
Range of Exercise Prices	Number Outstanding and Exercisable	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price
$ 3.15—$ 3.50	130,000	1.00	$ 3.49
$ 3.75—$ 5.00	294,600	1.00	4.29
$10.00	100,000	1.00	10.00
	524,600	1.00	$ 5.18
Aggregate intrinsic value on March 29, 2014	$ 32,950		

The Company has issued warrants to purchase 200,000 shares of the Company's common stock for $3.49 per share.

Non-Vested Restricted Common Stock

A summary of the activity for non-vested restricted common stock awards as of March 29, 2014 and changes during the three month period is presented below:

	Shares	Weighted Average Grant Fair Value
Balance, December 28, 2013	2,974,148	$ 4.25
Granted	375,000	4.44
Forfeited	—	—
Vested	—	—
Balance, March 29, 2014	3,349,148	$ 4.27

Included within the non-vested restricted common stock table above is 50,000 awards granted for which the performance conditions have yet to be determined and therefore a grant date has not yet been established for the award. No stock based compensation expense has been recorded relating to this award during the period ended March 29, 2014 .

Stock-Based Compensation

The following table summarizes stock-based compensation expense within each of the categories below as it relates to non-vested restricted common stock awards for the three months ended March 29, 2014 and March 30, 2013 (no tax benefits were recognized):

	Three Months Ended	
	March 29, 2014	March 30, 2013
Cost of component revenues	$ 230,333	$ 54,103
Research and development	332,463	52,615
Selling, general and administrative	564,161	1,399,114
Total	$ 1,126,957	$ 1,505,832

Unrecognized compensation expense for non-vested restricted common stock as of March 29, 2014 totaled $6.9 million and is expected to be recognized over a weighted average period of 2 years .

8. OTHER ASSETS AND NOTE RECEIVABLE

The Company has an approximate 12% ownership interest in KoBrite at March 29, 2014 . The Company accounts for its interest using the equity method and at March 29, 2014 the carrying value of the investment was $1.3 million . One of the Company’s directors is a member of the Board of Directors of Bright LED, principal investor of KoBrite.

Summarized income statements for KoBrite for the three month periods ended March 29, 2014 and March 30, 2013 are as follows. KoBrite's results are recorded one quarter in arrears and therefore KoBrite's results included in the three month periods ended March 29, 2014 and March 30, 2013 are for the three month periods ended December 28, 2013 and December 29, 2012 , respectively.

	Three Months Ended	
	March 29, 2014	March 30, 2013
Revenue	$ 877,000	$ 1,063,000
Gross margin	(519,000)	(565,000)
Loss from operations	(1,001,000)	(987,000)
Net loss	(872,000)	(844,000)

The Company has recorded a $14.9 million note receivable resulting from the sale of its III-V product line and its investment in KTC which is due January 16, 2016 . The receivable is collateralized by certain assets of the buyer of III-V product line. The buyer has outstanding debt and the repayment of the receivable is subject to the buyer remaining within its debt compliance obligations at the time of repayment.

9. ACQUISITION OF eMDT

In April 2013 , the Company acquired 51% of the outstanding stock of eMDT, a private company, for $400,000 . The assets, liabilities and results of operations of eMDT have been consolidated within the Company's financial statements since April 17, 2013 . The Company has an option to acquire an additional 25% of the Company for $200,000 . In connection with the acquisition, the Company has preliminarily allocated excess purchase price in the amount of approximately $400,000 to goodwill.

The unaudited pro forma financial results for the three month period ended March 30, 2013 combine the unaudited historical results of the Company along with the unaudited historical results of eMDT. The results include the effects of unaudited pro forma adjustments as if eMDT were acquired on December 30, 2012 (the first day of the Company's fiscal year 2013). There were no material nonrecurring pro forma adjustments in the calculation of revenue or earnings. The pro forma financial results presented below do not include any anticipated synergies or other expected benefits of the acquisition. These results are presented for informational purposes only and are not necessarily indicative of future operations.

	March 30, 2013
Revenues	$ 6,524,000
Net income	$ 21,451,000

10. ACCRUED WARRANTY

The Company typically warrants its products against defect for 12 months . A provision for estimated future costs and estimated returns for credit relating to warranty is recorded in the period when product is shipped and revenue recognized, and is updated as additional information becomes available. The Company’s estimate of future costs to satisfy warranty obligations is based primarily on historical warranty expense experienced and a provision for potential future product failures. Changes in the accrued warranty for the three months ended March 29, 2014 are as follows:

Balance, December 28, 2013	$ 716,000
Additions	143,000
Claim and reversals	(143,000)
Balance, March 29, 2014	$ 716,000

11. INCOME TAXES

The Company’s tax benefit of approximately $143,000 for the three months ended March 29, 2014 represents a reduction in estimated foreign withholding taxes due on an international subsidiary. The Company's tax benefit of approximately $13.0 million for the three months ended March 30, 2013 , represents an intraperiod tax allocation related to the Company's discontinued operations.

For the three months ended March 30, 2013 , discontinued operations reflects the gain on the sale of the III-V product line and investment in KTC. The Company has federal net operating loss carryforwards which may be used to offset the gain on the sale of the III-V product line and investment in KTC. The federal tax benefit from the utilization of the net operating losses is shown in the Company's tax provision in the condensed consolidated statement of operations.

In accordance with U.S. GAAP, intraperiod tax allocation provisions require allocation of a tax expense to the gain on discontinued operations based upon the Company's statutory tax rate. The Company has net operating loss (NOL) carryforwards available to offset the tax expense. The benefit of these NOLs is reflected in the tax benefit from continuing operations. Accordingly, the Company recorded a tax expense in discontinued operations and a benefit in continuing operations of approximately $13.0 million in 2013 .

As of March 29, 2014 , the Company has available for tax purposes U.S. federal NOLs of $51.0 million expiring through 2033 . The Company has recognized a full valuation allowance on its domestic and certain foreign net deferred tax assets due to the uncertainty of realization of such assets. The Company has not historically recorded, nor does it intend to record the tax benefits from stock awards until realized. Unrecorded benefits from stock awards approximate $10.1 million .

The Company’s income tax returns have not been examined by the Internal Revenue Service and are subject to examination for all years since 2002. State income tax returns are generally subject to examination for a period of 3 to 5 years after filing of the respective return. The state impact of any federal changes remains subject to examination by various states for a period of up to one year after formal notification to the states.

12. SEGMENTS AND GEOGRAPHICAL INFORMATION

The Company’s chief operating decision maker is its Chief Executive Officer. The Company has determined it has two reportable segments, FDD, the manufacturer of its reflective display products for test and simulation products, and Kopin, which is comprised of Kopin Corporation, Kowon, Ikanos and eMDT. The following table presents the Company’s reportable segment results (i n thousands):

	Three Months Ended March 29, 2014		
	Kopin	FDD	Total
2014			
Revenues	$ 3,902	$ 793	$ 4,695
Net income (loss) attributable to the controlling interest	(8,624)	(510)	(9,134)
Total assets from continuing operations	135,080	2,014	137,094
Long-lived assets from continuing operations	4,927	423	5,350

	Three Months Ended March 30, 2013		
	Kopin	FDD	Total
2013			
Revenues	$ 5,523	$ 796	$ 6,319
Net income (loss) attributable to the controlling interest	22,231	(597)	21,634
Total assets from continuing operations	176,764	3,829	180,593
Long-lived assets from continuing operations	6,352	597	6,949

The Company recast the prior year balances to reflect the change in its reporting segments which occurred at December 28, 2013 .

During the three month periods ended March 29, 2014 and March 30, 2013 , the Company derived its sales from the following geographies (as a percentage of net revenues):

	Three Months Ended	
	March 29, 2014	March 30, 2013
US	37%	63%
Others	—%	—%
Americas	37%	63%
Asia-Pacific	47%	27%
Europe	16%	10%
Total Revenues	100%	100%

13. LITIGATION

The Company may engage in legal proceedings arising in the ordinary course of business. Claims, suits, investigations and proceedings are inherently uncertain and it is not possible to predict the ultimate outcome of such matters and our business, financial condition, results of operations or cash flows could be affected in any particular period.

Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995, including, without limitation, statements made relating to our expectation that we will continue to pursue other U.S. government development contracts for applications that relate to our commercial product applications; our expectation that we will prosecute and defend our proprietary technology aggressively; our belief that it is important to retain personnel with experience and expertise relevant to our business; our belief that our products are targeted towards markets that are still developing and our competitive strength is creating new technologies; our belief that it is important to invest in research and development to achieve profitability even during periods when we are not profitable; our belief that we are a leading developer and manufacturer of advanced miniature displays; our belief that our products enable our customers to develop and market an improved generation of products; our belief that that the technical nature of our products and markets demands a commitment to close relationships with our customers; our belief that our Golden-i industrial reference design will provide for increased worker productivity, safety and improved manufacturing quality; our belief that our ability to develop and expand our wearable technologies and to market and license our wearable technologies will be important for our revenue growth and ability to achieve profitability and positive cash flow; the impact of the timing of development of the market segment for our wearable computing products on our ability to grow revenues; our expectation that we will incur significant development and marketing costs in fiscal year 2014 to commercialize the our wearable technologies; our statement that we may make equity investments in companies; our expectation that KoBrite will incur additional losses in the near term; our expectation that the operations at our Korean facility, Kowon, will cease and the cash and marketable debt securities held by Kowon will eventually be remitted back to the U.S.; our expectation that revenue will be bet ween $18 million and $22 million for fiscal year 2014; our ability to forecast our revenues and operating results; our expectation that we will have a consolidated net loss in the range of $32 million to $40 million in fiscal year 2014; our expectation that excluding the effects of working capital and other investing and financing activities our cash usage will be between $28 million and $32 million to fund operations for fiscal year 2014; our expectation that the U.S. government will significantly reduce funding for programs through which we sell high margin military products; our inability to predict the amount of funding for research and development by the U.S. government; our belief that a strengthening of the U.S. dollar could increase the price of our products in foreign markets; the impact of new regulations relating to conflict minerals on customer demands and increased costs related to compliance with such regulations; our belief that our future success will depend primarily upon the technical expertise, creative skills and management abilities of our officers and key employees rather than on patent ownership; our belief that our extensive portfolio of patents, trade secrets and non-patented know-how provides us with a competitive advantage in the wearable technologies market; our belief that our ability to develop innovative products enhances our opportunity to grow within our targeted markets; our belief that continued introduction of new products in our target markets is essential to our growth; our expectation that our display products will benefit from further general technological advances in the design and production of integrated circuits and active matrix LCDs, resulting in further improvements in resolution and miniaturization; our belief that our manufacturing process offers greater miniaturization, reduced cost, higher pixel density, full color capability and lower power consumption compared to conventional active matrix LCD manufacturing approaches; our expectation not to pay cash dividends for the foreseeable future and to retain earnings for the development of our businesses; our expectation that we will expend betwe en $2.0 million and $3.0 million on capital expenditures over the next twelve months; our expectation that competition will increase; our belief that small form factor displays will be a critical component in the development of advanced wireless communications systems; our belief that wireless handset makers are looking to create products that complement or eventually replace wireless handsets; our belief that general technological advances in the design and fabrication of integrated circuits, LCD technology and LCD manufacturing processes will allow us to continue to enhance our display product manufacturing process; our belief that continued introduction of new products in our target markets is essential to our growth; our belief that our available cash resources will support our operations and capital needs for at least the next twelve months; our expectation that we may be subject to alternative minimum taxes, foreign taxes and state income taxes in 2014; our expectation that the adoption of certain accounting standards will not have a material impact on our financial position or results of operations; our belief that our business is not disproportionately affected by climate change regulations; our belief that our operations have not been materially affected by inflation; and our belief that the effect, if any, of reasonably possible near-term changes in interest rates on our financial position, results of operations, and cash flows should not be material. These forward-looking statements are based on current expectations, estimates, forecasts and projections about the industries in which we operate, management's beliefs, and assumptions made by management. In addition, other written or oral statements, which constitute forward-looking statements, may be made by or on behalf of us. Words such as "expects", "anticipates", "intends", "plans", "believes", "could", "seeks", "estimates", and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements, whether as a result of new information, future events or otherwise. Factors that could cause or contribute to such differences in outcomes and results include, but are not limited to, those discussed below in Item 1A and those set forth in our other periodic filings filed

with the Securities and Exchange Commission. Except as required by law, we do not intend to update any forward-looking statements even if new information becomes available or other events occur in the future.

Critical Accounting Policies

Management's discussion and analysis of our financial condition and results of operations are based upon our unaudited condensed consolidated financial statements. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amount of assets, liabilities, revenues and expenses and related disclosures of contingent assets and liabilities. We continually evaluate our estimates used in the preparation of our financial statements, including those related to revenue recognition under the percentage of completion method, bad debts, inventories, warranty reserves, investment valuations, valuation of stock compensation awards and recoverability of deferred tax assets. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not apparent from other sources. Actual results will most likely differ from these estimates. Further detail regarding our critical accounting policies can be found in “Item 7. Management Discussion and Analysis of Financial Condition and Results of Operations” included in our Annual Report on Form 10-K for the year ended December 28, 2013 .

Business Matters

On January 16, 2013 (the Closing Date), we completed the sale of our III-V product line, including all of the outstanding equity interest in KTC Wireless, LLC, a wholly-owned subsidiary that held our investment in Kopin Taiwan Corporation (KTC), to IQE KC, LLC and IQE plc. The aggregate purchase price was approximately $70 million of which $15 million will be paid to us on the third anniversary of the Closing Date. We discounted the $15 million and recorded the amount due at $14.8 million on the Closing Date.

During the first quarter of 2013, we paid approximately $3.7 million to acquire an additional 15% ownership in our Kowon subsidiary from the minority shareholders as part of our plan to close Kowon. The facility is for sale and when it is sold we anticipate that a final determination of the value of the remaining shares held by the minority shareholders will be made and we will purchase these shares. The sale of the facility does not meet the criteria for assets held for sale based on the anticipated time to sell the facility.

We were incorporated in Delaware in 1984 and offer Kopin Wearable technology, a collection of component technologies and software which can be integrated to create headset reference designs which use voice as the user interface and through the use of wireless technologies can contact other users or information from the cloud. Our customers can license the reference design or purchase our components individually.

The headset reference designs range from a headset which resembles typical eyeglasses but include audio capabilities allowing the user to communicate with other users to our industrial headset reference design, called Golden-i, which includes an optical pod with one of our display products, a microprocessor, memory and various commercially available software packages that we license such as Microsoft Windows CE or Android, Nuance Dragon NaturallySpeaking, Ask Ziggy natural speech, and Hillcrest Labs motion control. All of our headset reference designs utilize operating system software we developed and include our proprietary noise cancellation technologies. Certain reference designs include an optical pod which allows the user to view information such as WEB data, technical diagrams, streaming video or face to face communication. When viewing schematics or similar documents the user is capable of zooming-in to see finer details or zooming out to see an entire system perspective. Some headset reference designs have a camera feature which enables the user to stream live video to a remote subject matter expert so that both the user and expert can analyze the issue at the same time.

We believe Kopin’s Wearable technology will provide for increased worker productivity, safety and improved manufacturing quality through more efficient issue resolution and improved communication. Kopin Wearable reference designs are targeted for markets where the user needs a much greater range of functionality than is typically provided by wireless devices such as handsets, smart phones, tablets or Bluetooth headsets and either due to the requirements of their usage patterns, occupation, or for improved productivity the user is better served with voice recognition as the primary interface as opposed to a touch screen or keyboard.

The components we offer include micro displays, backlights, optic, and noise cancellation technologies. Our principal display products are miniature high density color or monochrome active matrix LCDs with resolutions which range from approximately 320 x 240 resolution to 2048 x 2048 resolution sold in either a transmissive or reflective format. We sell our displays individually, in an Electronic Viewfinder (EVF) which includes a single display, backlight and optics in a plastic housing or in a Higher-Level Assembly (HLA) which contain a display, light emitting diode based illumination, optics, and electronics in a sealed housing. EVFs are sold to commercial and industrial customers and HLA’s are specifically configured and sold to military customers.

Our transmissive display products, which we refer to as CyberDisplay™ products, utilize high quality, single crystal silicon-the same high quality silicon used in conventional integrated circuits. This single crystal silicon is not grown on glass;

rather, it is first formed on a silicon wafer and patterned into an integrated circuit (including the active matrix, driver circuitry and other logic circuits) in an integrated circuit foundry. The silicon wafer is then sent to our facilities and the integrated circuit is lifted off as a thin film and transferred to glass using our proprietary Wafer™ Engineering technology, so that the transferred layer is a fully functional active matrix integrated circuit which now resides on a transparent substrate.

We have three sources of revenues: component revenues are our primary source of revenues, research and development (R&D) revenues primarily from contracts issued by branches of the U.S. military and license revenues from our reference designs. To date our license revenues have been de minimis. For the three months ended March 29, 2014, R&D revenues were $0.5 million or 11% of total revenue. This contrasted with $0.8 million or 12% of total revenue, for the corresponding period in 2013.

Results of Operations

The three month periods ended March 29, 2014 and March 30, 2013 are referred to as 2014 and 2013, respectively. The year ended period December 28, 2013 is referred to as fiscal year 2013.

Revenues. For the three month periods ended March 29, 2014 and March 30, 2013 , our revenues, which include component sales and amounts earned from research and development contracts, were as follows (in millions):

	Three Months Ended	
Display Revenues by Category	**March 29, 2014**	**March 30, 2013**
Military Applications	$ 1.0	3.0
Consumer Applications	0.8	1.5
Industrial Application	0.8	0.4
Wearable Applications	1.6	0.6
Research & Development	0.5	0.8
Total	$ 4.7	$ 6.3

Sales of our products for military applications and research and development revenues declined in 2014 because of reduced demand from the U.S. government. Our military products have higher profit margins than our other display products and have been a significant contributor to our overall profitability for the past several years. We are unable to predict the amount of funding for research and development by the U.S. government as it addresses its budget deficit issues. Consumer Applications primarily represents customers who purchase our display, lens and backlight products for digital still camera (DSC) applications. We believe the overall market for DSCs has been declining due to the increase in use of cameras in smartphones. Industrial application represents customers who purchase display products for use in equipment such as 3D metrology. The increase in Wearable Applications revenues in 2014 as compared to 2013 is as a result of both increased sales to existing customers and obtaining new customers. Wearable Applications represents sales of our components for products that are worn on the body for other than military applications.

We have developed headworn, voice and gesture controlled, hands-free cloud computing reference designs that have an optical pod with our microdisplay, a backlight and an optical lens. We refer to the headset reference designs and other technologies we've developed as Kopin Wearable technologies. We offer to license the headset reference designs and sell our components. To date licensing revenues have been di minimis and sales of our components are shown in the table above under Wearable Applications. We believe our ability to develop and expand the Kopin Wearable technologies and to market and license the Kopin Wearable technologies will be important for us to achieve revenue growth, positive cash flow and to achieve profitability. This is the first product that we have developed that has a significant software component. The markets the Kopin Wearable technologies can be used in already have a number of existing product offerings such as ruggedized lap-top computers and tablets. The companies that offer these products are significantly larger than we are. We expect to incur significant development and marketing costs in 2014 to commercialize the Kopin Wearable technologies. We currently expect to have revenues of between $18 million and $22 million for fiscal year 2014, however our ability to forecast revenues derived from Kopin Wearable technologies, which may significantly impact our results of operations, is very limited. We currently expect to have a consolidated net loss in the range of $32 million to $40 million in 2014 and, excluding the impact of the effects of working capital and other investing and financing activities, we expect cash usage between $28 million and $32 million to fund operations for fiscal 2014.

We have provided estimated 2014 revenue and net loss ranges in order for the investor to understand the impact of expected changes in our business in 2014 as compared to 2013. However, we believe we have an opportunity to position ourselves in the growing wearable cloud computing market and therefore our primary focus in 2014 is on developing

technology and products and establishing relationships, and not necessarily achieving revenue, net loss or any other particular financial metric. Accordingly, our 2014 net losses may exceed our current estimates.

International sales represented 63% and 37% of product revenues for the three months ended March 29, 2014 and March 30, 2013, respectively. Our international sales are primarily denominated in U.S. currency. Consequently, a strengthening of the U.S. dollar could increase the price in local currencies of our products in foreign markets and make our products relatively more expensive than competitors' products that are denominated in local currencies, leading to a reduction in sales or profitability in those foreign markets. In addition, our Korean subsidiary, Kowon, holds U.S. dollars. As a result, our financial position and results of operations are subject to exchange rate fluctuation in transactional and functional currency. We have not taken any protective measures against exchange rate fluctuations, such as purchasing hedging instruments with respect to such fluctuations, because of the historically stable exchange rate between the Japanese yen, Korean won and the U.S. dollar.

Cost of Component Revenues.

	Three Months Ended	
	March 29, 2014	March 30, 2013
Cost of component revenues (in millions):	$ 4.2	$ 6.0
Cost of component revenues as a % of net component revenues	100.0%	107.1%

Cost of component revenues, which is comprised of materials, labor and manufacturing overhead related to the production of our products decreased as a percentage of revenues in 2014 as compared to 2013 due to a decrease in the sale of our display products for consumer applications, which have lower margins than our other products. Overall for the three months ended March 29, 2014 and March 30, 2013 we did not generate a positive gross margin because our production volumes were insufficient to absorb our fixed costs.

Research and Development. Research and development (R&D) expenses are incurred in support of internal development programs or programs funded by agencies or prime contractors of the U.S. government and commercial partners. In fiscal year 2014 our R&D expenditures will be related to our display products and Golden-i technologies. R&D revenues associated with funded programs are presented separately in revenue in the statement of operations. Research and development costs include staffing, purchases of materials and laboratory supplies, circuit design costs, fabrication and packaging of display products, and overhead. For the three months ended March 29, 2014 and March 30, 2013, R&D expense was as follows (in millions):

	Three Months Ended	
	March 29, 2014	March 30, 2013
Funded	$ 0.9	$ 0.5
Internal	4.2	3.7
Total research and development expense	$ 5.1	$ 4.2

R&D expense increased in 2014 as compared to the prior year primarily because of an increase in costs to develop our concept designs including investments in software development.

Selling, General and Administrative. Selling, general and administrative (S,G&A) expenses consist of the expenses incurred by our sales and marketing personnel and related expenses, and administrative and general corporate expenses.

	Three Months Ended	
	March 29, 2014	March 30, 2013
Selling, general and administration expense (in millions):	$ 5.0	$ 5.7
Selling, general and administration expense as a % of revenues	106.4%	91.0%

S,G&A expenses decreased in the first quarter months of 2014 as compared to 2013 because of decreases of approximately $0.7 million in stock compensation expense.

Other Income and Expense

	Three Months Ended	
	March 29, 2014	March 30, 2013
Other income and expense (in millions):	$ 0.5	$ (2.1)

Other income and expense, net, is primarily composed of interest income, foreign currency transaction and remeasurement gains and losses incurred by our Korean and UK-based subsidiaries and (losses) gains resulting from the impairment or sale of investments. For the three months ended March 29, 2014 and March 30, 2013, we recorded $0.2 million of foreign currency gains. During the three months ended March 30, 2013, the Company recorded an impairment of $2.5 million related to write-off a cost based investment.

Equity Losses in Unconsolidated Affiliates. For the three months ended March 29, 2014 and March 30, 2013, the equity loss in unconsolidated affiliate consists of our approximate 12% share of the losses of KoBrite.

Tax Benefit. For the three months ended March 29, 2014, we recorded a tax benefit of $143,000, compared to an approximate $13.0 million tax benefit for the three months ended March 30, 2013. The March 30, 2013 tax benefit was recorded as a result of the gain on sale of our discontinued operations. In accordance with U.S. GAAP, intraperiod tax allocation provisions require allocation of a tax expense to the gain on discontinued operations based upon our statutory tax rate. We have net operating loss carryforwards available to offset the tax expense. The benefit of these net operating loss carryforwards is reflected in the tax benefit from continuing operations. Accordingly, we have recorded a tax expense in discontinued operations and a benefit in continuing operations of $13.1 million.

Net Income Attributable to Noncontrolling Interest. We own approximately 93% of the equity of Kowon, approximately 58% of the equity of Ikanos, and approximately 51% of the equity of e-MDT. Net (income) loss attributable to noncontrolling interest on our consolidated statement of operations represents the portion of the results of operations of our majority owned subsidiaries which is allocated to the shareholders of the equity interests not owned by us. The change in net income attributable to noncontrolling interest is the result of the change in the results of operations of Kowon, Ikanos and eMDT for the three month periods ended March 29, 2014 and for Kowon and Ikanos for the three months ended March 30, 2013.

Liquidity and Capital Resources

As of March 29, 2014 , we had cash and equivalents and marketable securities of $106.1 million and working capital of $100.9 million compared to $112.7 million and $108.4 million, respectively, as of December 28, 2013 . The change in cash and equivalents and marketable securities was primarily due to cash provided by investing activities of $4.4 million and the exercise of stock options of $0.1 million, partially offset by net outflow of cash used in operating activities of $6.1 million and the repurchase of our common stock of $0.3 million.

Cash and marketable debt securities held in U.S. dollars:

Domestic	$ 92,477,816
Foreign	10,415,856
Subtotal cash and marketable debt securities	102,893,672
Cash and marketable debt securities held in other currencies and converted to U.S. dollars	3,252,150
Total cash and marketable debt securities	$ 106,145,822

We have no plans to repatriate the cash and marketable debt securities held in our foreign subsidiaries FDD and Ikanos and, as such, we have not recorded any deferred tax liability with respect to such cash. The operations at our Korean facility, Kowon, have ceased. Kowon has approximately $12.9 million of cash and marketable debt securities which we anticipate will eventually be remitted to the U.S. and, accordingly, we have recorded deferred tax liabilities associated with its unremitted earnings.

We lease facilities located in Westborough, Massachusetts, Santa Clara, California and Scotts Valley, California under non-cancelable operating leases. The Westborough, Santa Clara and the Scotts Valley leases expire in 2023, 2016 and 2014, respectively.

We lease a facility in Dalgety Bay, Scotland which expires in 2016, and also lease two facilities in Nottingham, United Kingdom, which expire in 2016 and 2017.

We expect to expend between $2.0 million and $3.0 million on capital expenditures over the next twelve months.

As of March 29, 2014, we had U.S. federal and state tax loss carry-forwards, which may be used to offset U.S. future federal and state taxable income. We also had tax loss carry-forwards generated in our foreign subsidiaries which may be used to offset future foreign taxable income. We may be subject to alternative minimum taxes, foreign taxes and state income taxes depending on our taxable income and sources of taxable income.

Historically, we have financed our operations primarily through public and private placements of our equity securities. Over the past several years we have generated sufficient cash from operations to fund the business. We believe our available cash resources will support our operations and capital needs for at least the next twelve months.

Seasonality

There has been no seasonal pattern to our sales in fiscal years 2014 and 2013.

Contractual Obligations

The following is a summary of our contractual payment obligations for operating leases as of March 29, 2014 :

Contractual Obligations	Total	Less than 1 year	1-3 Years	3-5 years	More than 5 years
Operating Lease Obligations	$ 7,092,631	$ 1,239,128	$ 2,605,087	$ 1,278,333	$ 1,970,083

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We invest our excess cash in high-quality U.S. government, government-backed (Fannie Mae, FDIC guaranteed bonds and certificates of deposit) and corporate debt instruments, which bear lower levels of relative risk. We believe that the effect, if any, of reasonably possible near-term changes in interest rates on our financial position, results of operations, and cash flows should not be material to our cash flows or income. It is possible that interest rate movements would increase our unrecognized gain or loss on interest rate securities. We are exposed to changes in foreign currency exchange rates primarily through our translation of our foreign subsidiary's financial position, results of operations, and transaction gains and losses as a result of non U.S. dollar denominated cash flows related to business activities in Asia and Europe, and remeasurement of United States dollars to the functional currency of our U.K. and Kowon subsidiaries. We are also exposed to the effects of exchange rates in the purchase of certain raw materials which are in U.S. dollars but the price on future purchases is subject to change based on the relationship of the Japanese Yen to the U.S. dollar. We do not currently hedge our foreign currency exchange rate risk. We estimate that any market risk associated with our international operations is unlikely to have a material adverse effect on our business, financial condition or results of operation. Our portfolio of marketable debt securities is subject to interest rate risk although our intent is to hold securities until maturity. The credit rating of our investments may be affected by the underlying financial health of the guarantors of our investments. We use silicon wafers but do not enter into forward or futures hedging contracts.

Item 4. Controls and Procedures

An evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, as of the end of the period covered by this report. Our quarterly evaluation of our disclosure controls and procedures includes an evaluation of some components of our internal control over financial reporting, and internal control over financial reporting is also separately evaluated on an annual basis for purposes of providing the management report which is set forth herein. Based on that evaluation, our management, including our Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of March 29, 2014 and designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

We may engage in legal proceedings arising in the ordinary course of business. Claims, suits, investigations and proceedings are inherently uncertain and it is not possible to predict the ultimate outcome of such matters and our business, financial condition, results of operations or cash flows could be affected in any particular period.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. “Risk Factors” in our Annual Report on Form 10-K for our fiscal year ended December 28, 2013 . The risks discussed in our Annual Report on Form 10-K could materially affect our business, financial condition and future results. The risks described in our Annual Report on Form 10-K are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially and adversely affect our business, financial condition or operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Sale of Unregistered Securities

In the past three years we have not sold any securities which were not registered under the Securities Act.

Use of Proceeds

The information required by this item regarding use of proceeds by the Company is reported herein in Part 1, Item 2 under “Liquidity and Capital Resources”.

Purchase of Equity Securities

On March 20, 2013, the Company announced that its Board of Directors authorized a stock repurchase program of up to $30 million of the Company's common stock. Pursuant to the stock repurchase program, the Company may purchase in one or more open market or private transactions up $30 million of shares of the Company's common stock. The stock repurchase program terminated on March 17, 2014.

Period	Total Number of Shares Purchased		Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs		Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
December 29, 2013 - January 25, 2014,	69,721	$	4.28	69,721	$	21,709,427
January 26, 2014 - February 22, 2014	—			—	$	21,709,427
February 23, 2013 - March 17, 2014	—			—	$	21,709,427
Total	69,721	$	4.28	69,721		

Item 6. Exhibits

Exhibit No.	Description
3.1	Amended and Restated Certificate of Incorporation (1)
3.2	Amendment to Certificate of Incorporation (2)
3.3	Amendment to Certificate of Incorporation (2)
3.4	Fourth Amended and Restated By-laws (3)
31.1	Certification of John C.C. Fan, Chief Executive Officer, filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).
31.2	Certification of Richard A. Sneider, Chief Financial Officer, filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).
32.1	Certification of John C.C. Fan, Chief Executive Officer, furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).
32.2	Certification of Richard A. Sneider, Chief Financial Officer, furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Calculation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*
101.LAB	XBRL Taxonomy Label Linkbase Document*
101.PRE	XBRL Taxonomy Presentation Linkbase Document*

* Submitted electronically herewith

(1) Filed as an exhibit to Registration Statement on Form S-1, File No. 33-57450, and incorporated herein by reference.

(2) Filed as an exhibit to Quarterly Report on Form 10-Q for the quarterly period July 1, 2000 and incorporated herein by reference.

(3) Filed as an exhibit to Current Report on Form 8-K filed on December 12, 2008 and incorporated herein by reference.

Attached as Exhibit 101 to this report are the following formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets at March 29, 2014 and December 28, 2013, (ii) Consolidated Statements of Operations for the three months ended March 29, 2014 and March 30, 2013, (iii) Consolidated Statement of Comprehensive (Loss) Income for the three months ended March 29, 2014 and March 30, 2013, (iv) Consolidated Statements of Stockholders' Equity for the three months ended March 29, 2014, (v) Consolidated Statements of Cash Flows for the three months ended March 29, 2014 and March 30, 2013, and (vi) Notes to Unaudited Condensed Consolidated Financial Statements.**

** Furnished and not filed herewith

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
(Registrant)

Date: May 8, 2014

By: / s / John C.C. Fan

John C.C. Fan

President, Chief Executive Officer and Chairman of the Board of Directors

(Principal Executive Officer)

Date: May 8, 2014

By: / s / RICHARD A. SNEIDER

Richard A. Sneider

Treasurer and Chief Financial Officer

(Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, John C.C. Fan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Kopin Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.
   (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: May 8, 2014

By: /s/ John C.C. Fan

John C.C. Fan
President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Richard A. Sneider, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Kopin Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.
   (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: May 8, 2014

By: /S/ RICHARD A. SNEIDER

Richard A. Sneider
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The certification set forth below is hereby made solely for the purpose of satisfying the requirements of Section 906 of the Sarbanes-Oxley Act of 2002 and may not be relied upon or used for any other purposes.

In connection with the Quarterly Report of Kopin Corporation (the "Company") on Form 10-Q for the period ended March 29, 2014 , as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John C.C. Fan, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that: (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: May 8, 2014

By: /s/ John C.C. Fan

John C.C. Fan
President and Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The certification set forth below is hereby made solely for the purpose of satisfying the requirements of Section 906 of the Sarbanes-Oxley Act of 2002 and may not be relied upon or used for any other purposes.

In connection with the Quarterly Report of Kopin Corporation (the "Company") on Form 10-Q for the period ended March 29, 2014 , as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard A. Sneider, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that: (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: May 8, 2014

By: /s/ Richard A. Sneider

Richard A. Sneider
Chief Financial Officer