

EASTMAN KODAK CO
Form 4
October 18, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GSO Special Situations Fund LP

(Last) (First) (Middle)

C/O GSO CAPITAL PARTNERS LP, 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EASTMAN KODAK CO [KODK]

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/01/2015 | | J ⁽¹⁾ | | 3,145,099 | D | \$ 19.37 0 |
| | | | | | | | (1) |
| Common Stock | 05/01/2015 | | J ⁽¹⁾ | | 2,958,768 | D | \$ 19.37 0 |
| | | | | | | | (1) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| 125% Warrants | \$ 14.93 | 05/01/2015 | | J ⁽¹⁾ | 41,721 | 09/03/2013 09/03/2018 | Common Stock 41,721 |
| 135% Warrants | \$ 16.12 | 05/01/2015 | | J ⁽¹⁾ | 38,851 | 09/03/2013 09/03/2018 | Common Stock 38,851 |
| 125% Warrants | \$ 14.93 | 05/01/2015 | | J ⁽¹⁾ | 41,721 | 09/03/2013 09/03/2018 | Common Stock 41,721 |
| 135% Warrants | \$ 16.12 | 05/01/2015 | | J ⁽¹⁾ | 38,851 | 09/03/2013 09/03/2018 | Common Stock 38,851 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GSO Special Situations Fund LP C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| GSO Special Situations Overseas Master Fund Ltd. C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| GSO SPECIAL SITUATIONS OVERSEAS FUND LTD. C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |

Signatures

GSO SPECIAL SITUATIONS FUND LP, By: GSO Capital Partners LP, its investment advisor, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory 10/18/2016

**Signature of Reporting Person

Date

GSO SPECIAL SITUATIONS OVERSEAS MASTER FUND LTD., By: GSO Capital Partners LP, its investment advisor, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: 10/18/2016

Authorized Signatory

__Signature of Reporting Person

Date

GSO SPECIAL SITUATIONS OVERSEAS FUND LTD., By: GSO Capital Partners LP, its investment advisor, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory

10/18/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents securities transferred to GSO Special Situations Master Fund LP. GSO Special Situations LP and GSO Special Situations Overseas Master Fund Ltd. are the sole limited partners of GSO Special Situations Master Fund LP.
- (2) Reflects securities previously held directly by GSO Special Situations Fund LP.
Reflects securities previously held directly by GSO Special Situations Overseas Master Fund Ltd. GSO Special Situations Overseas Master Fund Ltd. is a wholly-owned subsidiary of GSO Special Situations Overseas Fund Ltd. (collectively with GSO Special Situations Master Fund LP, GSO Special Situations Fund LP and GSO Special Situations Overseas Master Fund Ltd., the "GSO Funds").
- (3) GSO Capital Partners LP is the investment manager or advisor of each of GSO Special Situations LP, GSO Special Situations Overseas Master Fund Ltd., GSO Special Situations Overseas Master Fund Ltd. and GSO Special Situations Master Fund LP.
GSO Advisor Holdings L.L.C. is a special limited partner of GSO Capital Partners LP with investment and voting power over the securities beneficially owned by GSO Capital Partners LP. Blackstone Holdings I L.P. is the sole member of GSO Advisor Holdings L.L.C. Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings I L.P. The Blackstone Group L.P. is the controlling shareholder of Blackstone Holdings I/II GP Inc. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. In addition, each of Bennett J. Goodman and J. Albert Smith III may be deemed to have shared voting, investment and/or dispositive power with respect to the securities held by the GSO Funds.
- (4) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- (5) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.