

EASTMAN KODAK CO
Form 4
May 24, 2017

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 *
BlueMountain Capital Management, LLC

(Last) (First) (Middle)

280 PARK AVENUE, 12TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)
Common Stock ⁽¹⁾ <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017		S	4,300,000 D	\$ 10.75 0	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock ⁽¹⁾ <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017		S	3,721,067 D	\$ 10.75 0	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock ⁽¹⁾ <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017		S	1,726,634 D	\$ 10.75 0	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

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Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017	S	1,726,634	D	\$ 10.75	0	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017	S	1,726,634	D	\$ 10.75	0	D	
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017	S	110,498	D	\$ 10.75	0	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017	S	110,498	D	\$ 10.75	0	D	
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017	S	187,694	D	\$ 10.75	0	D	
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017	S	145,444	D	\$ 10.75	0	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017	S	145,444	D	\$ 10.75	0	D	
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017	S	1,101,174	D	\$ 10.75	0	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017	S	1,101,174	D	\$ 10.75	0	D	
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017	S	204,074	D	\$ 10.75	0	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u>
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017	S	204,074	D	\$ 10.75	0	D	
	05/23/2017	S	391,239	D		0	I	

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Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>					\$			Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u>
					10.75			
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017	S	391,239	D	\$	0	D	
					10.75			
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017	S	152,890	D	\$	0	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u>
					10.75			
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017	S	152,890	D	\$	0	D	
					10.75			
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017	S	280,353	D	\$	0	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u>
					10.75			
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	05/23/2017	S	280,353	D	\$	0	D	
					10.75			

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

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SEC 1474
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BlueMountain Capital Management, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017	X	X		
BlueMountain GP Holdings, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017			X	
BLUE MOUNTAIN CREDIT GP, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017			X	
Blue Mountain CA Master Fund GP, Ltd. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017			X	
Blue Mountain Credit Alternatives Master Fund L.P. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017			X	
BlueMountain Long/Short Credit GP, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017			X	
BlueMountain Guadalupe Peak Fund L.P. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017			X	
BlueMountain Timberline Ltd. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017			X	
BlueMountain Kicking Horse Fund GP, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017			X	
BlueMountain Kicking Horse Fund L.P. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017			X	

Signatures

BlueMountain Capital Management, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer

05/24/2017

__Signature of Reporting Person

Date

BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer

05/24/2017

__Signature of Reporting Person

Date

Blue Mountain Credit GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M.

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Albert, Chief Compliance Officer	05/24/2017
__Signature of Reporting Person	Date
Blue Mountain CA Master Fund GP, Ltd., By: /s/ Andrew Feldstein, Director	05/24/2017
__Signature of Reporting Person	Date
Blue Mountain Credit Alternatives Master Fund L.P., By: BlueMountain CA Master Fund GP, Ltd., By: /s/ Andrew Feldstein, Director	05/24/2017
__Signature of Reporting Person	Date
BlueMountain Long/Short Credit GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer	05/24/2017
__Signature of Reporting Person	Date
BlueMountain Guadalupe Peak Fund L.P., By: BlueMountain Long/Short Credit GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer	05/24/2017
__Signature of Reporting Person	Date
BlueMountain Timberline Ltd., By: /s/ Andrew Feldstein, Director	05/24/2017
__Signature of Reporting Person	Date
BlueMountain Kicking Horse Fund GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer	05/24/2017
__Signature of Reporting Person	Date
BlueMountain Kicking Horse Fund L.P., By: BlueMountain Kicking Horse Fund GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer	05/24/2017
__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) The filing of this Form 4 shall not be construed as an admission that any of BlueMountain Capital Management, LLC ("BMCM"), GP Holdings, the General Partners, BMM GP (each as defined in Footnote 4) or BMCA GP (as defined in Footnote 3) is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise the beneficial owner of any of the shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of Eastman Kodak Company (the "Issuer"). Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of BMCM, GP Holdings, the General Partners, BMM GP and BMCA GP disclaims such beneficial ownership, except to the extent of its pecuniary interest.

(2) BMCM is the investment manager of each of the following private investment funds that previously owned shares of Common Stock: (i) Blue Mountain Credit Alternatives Master Fund L.P. ("BMCA"); (ii) BlueMountain Guadalupe Peak Fund L.P. ("BMGP"); (iii) BlueMountain Kicking Horse Fund L.P. ("BMKH"); (iv) BlueMountain Credit Opportunities Master Fund I L.P. ("BMCO"); (v) BlueMountain Distressed Master Fund L.P. ("BMD"); (vi) BlueMountain Strategic Credit Master Fund L.P. ("BMSC"); (vii) BlueMountain Summit Trading L.P. ("BMST" and, together with BMCA, BMGP, BMKH, BMCO, BMD and BMSC, the "Partnerships"); (viii) BlueMountain Timberline Ltd. ("BMT"); and (ix) BlueMountain Monteners Master Fund SCA SICAV-SIF ("BMM" and, together with the Partnerships and BMT, the "Funds"). BMCM, although it directed the voting and disposition of the Common Stock held by the Funds, only received an asset-based fee relating to the Common Stock held by the Funds.

(3) (i) Blue Mountain CA Master Fund GP, Ltd. ("BMCA GP") is the general partner of BMCA and had an indirect profits interest in the Common Stock previously owned by it; (ii) Blue Mountain Credit GP, LLC ("BMC GP") is the sole owner of BMCA GP and had an indirect profits interest in the Common Stock previously owned by BMCA; (iii) BlueMountain Long/Short Credit GP, LLC ("BMGP GP") is the general partner of BMGP and had an indirect profits interest in the Common Stock previously owned by it; (iv) BlueMountain Kicking Horse Fund GP, LLC ("BMKH GP") is the general partner of BMKH and had an indirect profits interest in the Common Stock previously owned by it; (v) BlueMountain Credit Opportunities GP I, LLC ("BMCO GP") is the general partner of BMCO and had an indirect profits interest in the Common Stock previously owned by it;

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- (vi) BlueMountain Distressed GP, LLC ("BMD GP") is the general partner of BMD and had an indirect profits interest in the Common Stock previously owned by it; (vii) BlueMountain Strategic Credit GP, LLC ("BMSC GP") is the general partner of BMSC and had an indirect profits interest in the Common Stock previously owned by it; (viii) BlueMountain Summit Opportunities GP II, LLC ("BMST GP" and, together with BMC GP, BMGP GP, BMKH GP, BMCO GP, BMD GP and BMSC GP, the "General Partners") is the general partner of BMST and had an indirect profits interest in the Common Stock previously owned by it; and (ix) BlueMountain Monteners GP S.a r.l. ("BMM GP") is the general partner of BMM and had an indirect profits interest in the Common Stock previously owned by it. BlueMountain GP Holdings, LLC ("GP Holdings") is the sole owner of each of the General Partners and thus had an indirect profits interest in the Common Stock previously owned by the Partnerships.
- (4) (5) BMCM is the sole owner of BMM GP and thus had an indirect profits interest in the Common Stock previously owned by BMM.
- On May 23, 2017, (i) BMCA sold 1,726,634 shares of Common Stock, (ii) BMGP sold 110,498 shares of Common Stock, (iii) BMT sold 187,694 shares of Common Stock, (iv) BMKH sold 145,444 shares of Common Stock, (v) BMCO sold 1,101,174 shares of Common Stock, (vi) BMD sold 204,074 shares of Common Stock, (vii) BMM sold 391,239 shares of Common Stock, (viii) BMSC sold 152,890 shares of Common Stock and (ix) BMST sold 280,353 shares of Common Stock.
- (6) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16(a)-3(j) under the Exchange Act. The Form 4 for certain additional Reporting Persons is being filed separately and simultaneously with this Form 4 due to the limitation of 10 Reporting Persons per filing.
- (7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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