

EASTMAN KODAK CO

Form 4

January 04, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KARFUNKEL GEORGE

(Last) (First) (Middle)

**C/O EASTMAN KODAK
COMPANY, 343 STATE STREET**

(Street)

ROCHESTER, NY 14650

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

EASTMAN KODAK CO [KODK]

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

08/16/2014

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) |
|---------------------------------------|---|---|---|--|--|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, par value \$.01 | 08/16/2014 | | A | 9,451 (1) A \$ 0 (1) | 1,342,111 | D | |
| Common Stock, par value \$.01 | 02/25/2015 | | A | 8,911 (1) A \$ 0 (1) | 1,351,022 | D | |
| Common Stock, par value \$.01 | 01/01/2017 | | M | 2,321 A \$ 0 (2) | 1,353,343 | D | |

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 Underlying Securities (Instr. 3 and 4) | | | |
|---|--|---|---|--------------------------------------|---|--|-----|--|--------------------|--|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 01/01/2017 | | M | | 2,321 <u>(2)</u> | | 01/01/2017 | 01/01/2017 | Common Stock, par value \$.01 | 2,321 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | | | | | | | <u>(3)</u> | <u>(3)</u> | Common Stock, par value \$.01 | 14,300 |
| 125% Warrants to purchase Common Stock, par value \$.01 | \$ 14.93 | 08/20/2014 | | A | | 3,284 <u>(1)</u> | | 09/03/2013 | 09/03/2018 | Common Stock, par value \$.01 | 3,284 |
| 135% Warrants to purchase Common Stock, par value \$.01 | \$ 16.12 | 08/20/2014 | | A | | 3,284 <u>(1)</u> | | 09/03/2013 | 09/03/2018 | Common Stock, par value \$.01 | 3,284 |
| 125% Warrants to purchase Common Stock, par value \$.01 | \$ 14.93 | 02/25/2015 | | A | | 3,110 <u>(1)</u> | | 09/03/2013 | 09/03/2018 | Common Stock, par value \$.01 | 3,110 |
| | \$ 16.12 | 02/25/2015 | | A | | | | 09/03/2013 | 09/03/2018 | | 3,110 |

135%
Warrants
to
purchase
Common
Stock, par
value \$.01

3,110
(1)

Common
Stock, par
value
\$.01

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KARFUNKEL GEORGE C/O EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650 | X | | | |

Signatures

/s/ Sharon E. Underberg, Attorney-in-fact for George
Karfunkel

01/04/2017

__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) Distribution on account of certain unsecured claims pursuant to the Kodak Chapter 11 Plan.

(2) These restricted stock units convert into common stock on a one-for-one basis.

These restricted stock units, which convert into common stock on a one-for-one basis, were granted under the Company's 2013 Omnibus Incentive Plan and, except as otherwise provided in the award notice, vest on 1/8/2017 (due to an administrative error, previously reported as 1/1/2017), subject to continuous service as a member of the board of directors.

Each of these Warrants entitles the holder to purchase one share of common stock; however for each Warrant exercised, the holder will receive a net share amount equal to the number of shares issuable upon the exercise multiplied by the closing sale price of the common stock on the exercise date minus the exercise price, divided by the closing sale price, together with cash for any fractional shares.

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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