

EASTMAN KODAK CO
Form DEFA14A
March 30, 2011

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant
]

Check the appropriate box:

- | | | | |
|-------------------------------------|---|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Preliminary Proxy Statement | <input type="checkbox"/> | Soliciting Material Under Rule 14a-12 |
| <input type="checkbox"/> | Confidential, For Use of the
Commission Only (as permitted
by Rule 14a-6(e)(2)) | | |
| <input type="checkbox"/> | Definitive Proxy Statement | | |
| <input checked="" type="checkbox"/> | Definitive Additional Materials | | |

EASTMAN KODAK COMPANY
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- | | |
|-------------------------------------|--|
| <input checked="" type="checkbox"/> | No fee required. |
| <input type="checkbox"/> | Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11. |
| | 1) Title of each class of securities to which transaction applies: |
| | 2) Aggregate number of securities to which transaction applies: |
| | 3) Per unit price or other underlying value of transaction computed pursuant to
Exchange Act Rule 0-11 (set forth the amount on which the filing fee is
calculated and state how it was determined): |
| | 4) Proposed maximum aggregate value of transaction: |
| | 5) Total fee paid: |

- | | |
|--------------------------|---|
| <input type="checkbox"/> | Fee paid previously with preliminary materials: |
| <input type="checkbox"/> | Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which
the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or
schedule and the date of its filing. |
| | 1) Amount previously paid: |
| | 2) Form, Schedule or Registration Statement No.: |

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- 3) Filing Party:
 - 4) Date Filed:
-

IMPORTANT ANNUAL MEETING INFORMATION

Annual Meeting Notice of Internet Availability of Proxy Materials

Important Notice Regarding the Availability of Proxy Materials for Eastman Kodak Company's Annual Meeting to be Held on May 11, 2011 at 9:00 a.m., local time, at the Hilton Garden Inn, 6450 Carlsbad Rd., Carlsbad, CA 92011.

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for Eastman Kodak Company's Annual Meeting are available on the internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The Annual Report on Form 10-K and Notice of 2011 Annual Meeting and Proxy Statement are available at:

www.envisionreports.com/ek

Easy Online Access – A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.

- | | |
|---------|--|
| Step 1: | To view and/or print the materials, go to www.envisionreports.com/ek |
| Step 2: | To vote, go to www.envisionreports.com/ek and click on Cast Your Vote or Request Materials |
| Step 3: | Follow the instructions on the screen to log in. |
| Step 4: | Make your selection as instructed on each screen to select delivery preferences and vote. |

You can also help the environment by consenting online to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials – If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before May 1, 2011 to facilitate timely delivery.

Notice of the 2011 Annual Meeting of Shareholders

The Annual Meeting of Shareholders of Eastman Kodak Company will be held on Wednesday, May 11, 2011 at 9:00 a.m., local time, at the Hilton Garden Inn, 6450 Carlsbad Rd., Carlsbad, CA 92011. The following will be voted on at the Annual Meeting:

1. Election of 14 directors named in the Proxy Statement for a term of one year or until their successors are duly elected and qualified.
2. Ratification of the Audit Committee's selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm.
3. Advisory Vote on the Compensation of our Named Executive Officers.
4. Advisory Vote on the Frequency of the Advisory Vote on the Compensation of our Named Executive Officers.
5. Such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors recommends a vote FOR Items 1, 2 and 3 and 1 Yr on Item 4.

If you were a shareholder of record at the close of business on March 14, 2011, you are entitled to vote at the Annual Meeting.

We are taking advantage of the Securities and Exchange Commission "e-proxy" rules that allow public companies to furnish proxy materials to their shareholders over the internet. These rules allow us to provide you with the information you need, while lowering the cost of delivery and reducing the environmental impact of our Annual Meeting.

If you have any questions about the Annual Meeting, please contact: Shareholder Services, Eastman Kodak Company, 343 State Street, Rochester, NY 14650-0218, (585) 724-5492, e-mail: shareholderservices@kodak.com.

The Annual Meeting will be accessible by the handicapped. If you require special assistance, contact Shareholder Services.

By Order of the Board of Directors

Patrick M. Sheller
Secretary & Chief Compliance Officer
Eastman Kodak Company
March 31, 2011

PLEASE NOTE -- YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online, by telephone or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the Annual Meeting, please bring this notice and identification with you. Directions to attend the Annual Meeting where you may vote in person can be found in our Proxy Statement, which can be viewed at www.envisionreports.com/ek.

Here's how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the internet, telephone or e-mail options below.

E-mail copies: Current and future e-mail delivery requests must be submitted via the internet following the instructions below. If you request an e-mail copy of current materials you will receive an e-mail with a link to the materials rather than a file attachment.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

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- ① Internet – Go to www.envisionreports.com/ek Follow the instructions to log in and order a copy of the current proxy materials and submit your preference for e-mail or paper delivery of future proxy materials.
- ① Telephone – Within the USA, US territories & Canada, call us free of charge at 1-866-641-4276. Outside the USA, US territories & Canada, call us collect at 1-781-575-3170. Follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.
- ① E-mail – Send an e-mail to investorvote@computershare.com with “Proxy Materials Order” in the subject line. In the message, include your full name and address, the number located in the shaded bar on the reverse side and state that you want to receive a paper copy of current and/or future proxy materials.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by May 1, 2011.
