

EASTMAN KODAK CO
Form 4
August 17, 2015

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 Monteners Master Fund SCA SICAV-SIF

(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)
08/13/2015

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---------------------------------------|
| Common Stock ⁽¹⁾ ₍₃₎ ₍₄₎ | 08/13/2015 | | P | A | \$ 494,083 14.71 | 677,792 | D |
| Common Stock ⁽¹⁾ ₍₃₎ ₍₄₎ | 08/13/2015 | | P | A | \$ 494,083 14.71 | 677,792 | I Notes ⁽¹⁾ ₍₂₎ |

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

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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 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | \$ 14.93 | 08/13/2015 | | P | 33,628 | 09/03/2013 | 09/03/2018 | Common Stock | 33,628 |
| 135% Warrants <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | \$ 16.12 | 08/13/2015 | | P | 33,628 | 09/03/2013 | 09/03/2018 | Common Stock | 33,628 |
| 125% Warrants <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | \$ 14.93 | 08/13/2015 | | P | 33,628 | 09/03/2013 | 09/03/2018 | Common Stock | 33,628 |
| 135% Warrants <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | \$ 16.12 | 08/13/2015 | | P | 33,628 | 09/03/2013 | 09/03/2018 | Common Stock | 33,628 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BlueMountain Monteners Master Fund SCA SICAV-SIF 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | | X | | |
| BlueMountain Monteners Holdings, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | | X | | |

Signatures

BlueMountain Monteners Master Fund SCA SICAV-SIF., By: /s/ Eric M. Albert, Chief Compliance Officer 08/17/2015

__Signature of Reporting Person

Date

BlueMountain Monteners Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer 08/17/2015

__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 BlueMountain Monteners Holdings, LLC ("BMMH") 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 (i) the shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of Eastman Kodak Company (the "Issuer"), (ii) any warrants to purchase shares of Common Stock at an exercise price of \$14.93 (the "125% Warrants") or (iii) any warrants to purchase shares of Common Stock at an exercise price of \$16.12 (the "135% Warrants"). Pursuant to Rule 16a-1(a)(4) of the Exchange Act, BMMH disclaims such beneficial ownership, except to the extent of its pecuniary interest.

(2) BlueMountain Capital Management, LLC ("BMCM") is the investment manager of BlueMountain Monteners Master Fund SCA SICAV-SIF ("BMMMMF"), and in that capacity directs the voting and disposition of securities held by BMMMMF and receives an asset-based fee with respect to BMMMMF's investment activities. BMMH holds shares in BMMMMF pursuant to which it receives a performance based allocation.

(3) On August 13, 2015, BMMMMF acquired 494,083 shares of Common Stock, 33,628 125% Warrants and 33,628 135% Warrants from BlueMountain Long/Short Credit Master Fund L.P. ("BMLSC"), a private fund for which BMCM also acts as investment manager.

(4) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16(a)-3(j) under the Exchange Act.

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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