

EASTMAN KODAK CO
Form 4
February 17, 2015

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

OMB APPROVAL
OMB Number: 3235-0287
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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)
01/29/2015

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) | 01/29/2015 | | J | 29,844 | A | (9) (10) 2,991,266 | D |
| Common Stock (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) | 01/29/2015 | | J | 9,761 | A | (9) (10) 979,773 | D |
| Common Stock (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) | 01/29/2015 | | J | 1,908 | A | (9) (10) 191,428 | D |

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(3) (4) (5) (6)
(7) (8) (9) (10)
(11) (12)

Common
 Stock ^{(1) (2)}

(3) (4) (5) (6) 01/29/2015 J 3,268 A (9)
(7) (8) (9) (10) 325,159 D
(11) (12)

Common
 Stock ^{(1) (2)}

(3) (4) (5) (6) 01/29/2015 J 2,450 A (9)
(7) (8) (9) (10) 251,971 D
(11) (12)

Common
 Stock ^{(1) (2)}

(3) (4) (5) (6) 01/29/2015 J 18,554 A (9)
(7) (8) (9) (10) 1,907,698 D
(11) (12)

Common
 Stock ^{(1) (2)}

(3) (4) (5) (6) 01/29/2015 J 3,560 A (9)
(7) (8) (9) (10) 353,537 D
(11) (12)

Common
 Stock ^{(1) (2)}

(3) (4) (5) (6) 01/29/2015 J 1,786 A (9)
(7) (8) (9) (10) 183,709 D
(11) (12)

Common
 Stock ^{(1) (2)}

(3) (4) (5) (6) 01/29/2015 J 2,576 A (9)
(7) (8) (9) (10) 264,865 D
(11) (12)

Common
 Stock ^{(1) (2)}

(3) (4) (5) (6) 01/29/2015 J 1,668 A (9)
(7) (8) (9) (10) 171,471 D
(11) (12)

Common
 Stock ^{(1) (2)}

(3) (4) (5) (6) 01/29/2015 J 75,375 A (9)
(7) (8) (9) (10) 7,620,877 I
(11) (12)

See
 Footnotes
(1) (2) (3) (4)
(5) (6) (7) (8)
(9) (10) (12)

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**

SEC 1474
 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) | \$ 14.93 | 01/29/2015 | | J | 10,417 | 09/03/2013 09/03/2018 | Common Stock 10,417 |
| 135% Warrants (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) | \$ 16.12 | 01/29/2015 | | J | 10,417 | 09/03/2013 09/03/2018 | Common Stock 10,417 |
| 125% Warrants (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) | \$ 14.93 | 01/29/2015 | | J | 3,407 | 09/03/2013 09/03/2018 | Common Stock 3,407 |
| 135% Warrants (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) | \$ 16.12 | 01/29/2015 | | J | 3,407 | 09/03/2013 09/03/2018 | Common Stock 3,407 |
| 125% Warrants (1) (2) (3) | \$ 14.93 | 01/29/2015 | | J | 666 | 09/03/2013 09/03/2018 | Common Stock 666 |

(4) (5) (6)
(7) (8) (9)
(10) (11)
(12)

135%

Warrants

(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(12)

| | | | | | | | |
|----------|------------|---|-----|------------|------------|--------------|-----|
| \$ 16.12 | 01/29/2015 | J | 666 | 09/03/2013 | 09/03/2018 | Common Stock | 666 |
|----------|------------|---|-----|------------|------------|--------------|-----|

125%

Warrants

(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(12)

| | | | | | | | |
|----------|------------|---|-------|------------|------------|--------------|-------|
| \$ 14.93 | 01/29/2015 | J | 1,140 | 09/03/2013 | 09/03/2018 | Common Stock | 1,140 |
|----------|------------|---|-------|------------|------------|--------------|-------|

135%

Warrants

(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(12)

| | | | | | | | |
|----------|------------|---|-------|------------|------------|--------------|-------|
| \$ 16.12 | 01/29/2015 | J | 1,140 | 09/03/2013 | 09/03/2018 | Common Stock | 1,140 |
|----------|------------|---|-------|------------|------------|--------------|-------|

125%

Warrants

(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(12)

| | | | | | | | |
|----------|------------|---|-----|------------|------------|--------------|-----|
| \$ 14.93 | 01/29/2015 | J | 856 | 09/03/2013 | 09/03/2018 | Common Stock | 856 |
|----------|------------|---|-----|------------|------------|--------------|-----|

135%

Warrants

(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(12)

| | | | | | | | |
|----------|------------|---|-----|------------|------------|--------------|-----|
| \$ 16.12 | 01/29/2015 | J | 856 | 09/03/2013 | 09/03/2018 | Common Stock | 856 |
|----------|------------|---|-----|------------|------------|--------------|-----|

125%

Warrants

(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(12)

| | | | | | | | |
|----------|------------|---|-------|------------|------------|--------------|-------|
| \$ 14.93 | 01/29/2015 | J | 6,477 | 09/03/2013 | 09/03/2018 | Common Stock | 6,477 |
|----------|------------|---|-------|------------|------------|--------------|-------|

| | | | | | | | |
|----------|------------|---|-------|------------|------------|--|-------|
| \$ 16.12 | 01/29/2015 | J | 6,477 | 09/03/2013 | 09/03/2018 | | 6,477 |
|----------|------------|---|-------|------------|------------|--|-------|

| | | | | | | | | | |
|--------------------|----------|------------|---|-------|------------|------------|-----------------|-----------------|-------|
| 135% | | | | | | | | Common Stock | |
| Warrants | | | | | | | | | |
| <u>(1) (2) (3)</u> | | | | | | | | | |
| <u>(4) (5) (6)</u> | | | | | | | | | |
| <u>(7) (8) (9)</u> | | | | | | | | | |
| <u>(10) (11)</u> | | | | | | | | | |
| <u>(12)</u> | | | | | | | | | |
| 125% | | | | | | | | | |
| Warrants | | | | | | | | | |
| <u>(1) (2) (3)</u> | | | | | | | | | |
| <u>(4) (5) (6)</u> | \$ 14.93 | 01/29/2015 | J | 1,242 | 09/03/2013 | 09/03/2018 | Common Stock | | 1,242 |
| <u>(7) (8) (9)</u> | | | | | | | | | |
| <u>(10) (11)</u> | | | | | | | | | |
| <u>(12)</u> | | | | | | | | | |
| 135% | | | | | | | | | |
| Warrants | | | | | | | | | |
| <u>(1) (2) (3)</u> | | | | | | | | | |
| <u>(4) (5) (6)</u> | \$ 16.12 | 01/29/2015 | J | 1,242 | 09/03/2013 | 09/03/2018 | Common Stock | | 1,242 |
| <u>(7) (8) (9)</u> | | | | | | | | | |
| <u>(10) (11)</u> | | | | | | | | | |
| <u>(12)</u> | | | | | | | | | |
| 125% | | | | | | | | | |
| Warrants | | | | | | | | | |
| <u>(1) (2) (3)</u> | | | | | | | | | |
| <u>(4) (5) (6)</u> | \$ 14.93 | 01/29/2015 | J | 623 | 09/03/2013 | 09/03/2018 | Common Stock | | 623 |
| <u>(7) (8) (9)</u> | | | | | | | | | |
| <u>(10) (11)</u> | | | | | | | | | |
| <u>(12)</u> | | | | | | | | | |
| 135% | | | | | | | | | |
| Warrants | | | | | | | | | |
| <u>(1) (2) (3)</u> | | | | | | | | | |
| <u>(4) (5) (6)</u> | \$ 16.12 | 01/29/2015 | J | 623 | 09/03/2013 | 09/03/2018 | Common Stock | | 623 |
| <u>(7) (8) (9)</u> | | | | | | | | | |
| <u>(10) (11)</u> | | | | | | | | | |
| <u>(12)</u> | | | | | | | | | |
| 125% | | | | | | | | | |
| Warrants | | | | | | | | | |
| <u>(1) (2) (3)</u> | | | | | | | | | |
| <u>(4) (5) (6)</u> | \$ 14.93 | 01/29/2015 | J | 899 | 09/03/2013 | 09/03/2018 | Common Stock | | 899 |
| <u>(7) (8) (9)</u> | | | | | | | | | |
| <u>(10) (11)</u> | | | | | | | | | |
| <u>(12)</u> | | | | | | | | | |
| 135% | \$ 16.12 | 01/29/2015 | J | 899 | 09/03/2013 | 09/03/2018 | Common Stock | | 899 |
| Warrants | | | | | | | | | |
| <u>(1) (2) (3)</u> | | | | | | | | | |
| <u>(4) (5) (6)</u> | | | | | | | | | |
| <u>(7) (8) (9)</u> | | | | | | | | | |

(10) (11)
(12)

125%

Warrants

(1) (2) (3)

(4) (5) (6)

(7) (8) (9)

(10) (11)

(12)

| | | | | | | | |
|----------|------------|---|-----|------------|------------|--------------|-----|
| \$ 14.93 | 01/29/2015 | J | 582 | 09/03/2013 | 09/03/2018 | Common Stock | 582 |
|----------|------------|---|-----|------------|------------|--------------|-----|

135%

Warrants

(1) (2) (3)

(4) (5) (6)

(7) (8) (9)

(10) (11)

(12)

| | | | | | | | |
|----------|------------|---|-----|------------|------------|--------------|-----|
| \$ 16.12 | 01/29/2015 | J | 582 | 09/03/2013 | 09/03/2018 | Common Stock | 582 |
|----------|------------|---|-----|------------|------------|--------------|-----|

125%

Warrants

(1) (2) (3)

(4) (5) (6)

(7) (8) (9)

(10) (11)

(12)

| | | | | | | | |
|----------|------------|---|--------|------------|------------|--------------|--------|
| \$ 14.93 | 01/29/2015 | J | 26,309 | 09/03/2013 | 09/03/2018 | Common Stock | 26,309 |
|----------|------------|---|--------|------------|------------|--------------|--------|

135%

Warrants

(1) (2) (3)

(4) (5) (6)

(7) (8) (9)

(10) (11)

(12)

| | | | | | | | |
|----------|------------|---|--------|------------|------------|--------------|--------|
| \$ 16.12 | 01/29/2015 | J | 26,309 | 09/03/2013 | 09/03/2018 | Common Stock | 26,309 |
|----------|------------|---|--------|------------|------------|--------------|--------|

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 | | |
| Blue Mountain Credit Alternatives Master Fund L.P. 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 | | |
| | | X | | |

| | |
|--|---|
| BlueMountain Long/Short Credit Master Fund L.P. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | |
| BlueMountain Guadalupe Peak 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 Timberline Ltd. 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 |
| BlueMountain Kicking Horse Fund GP, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | X |

Signatures

| | |
|---|------------|
| BlueMountain Capital Management, LLC, By: /s/ Paul Friedman, Chief Compliance Officer | 02/17/2015 |
| **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 | 02/17/2015 |
| **Signature of Reporting Person | Date |
| Blue Mountain CA Master Fund GP, Ltd., By: /s/ Andrew Feldstein, Director | 02/17/2015 |
| **Signature of Reporting Person | Date |
| BlueMountain Long/Short Credit Master Fund L.P., By: BlueMountain Long/Short Credit GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Paul Friedman, Chief Compliance Officer | 02/17/2015 |
| **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/ Paul Friedman, Chief Compliance Officer | 02/17/2015 |
| **Signature of Reporting Person | Date |
| BlueMountain Long/Short Credit GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Paul Friedman, Chief Compliance Officer | 02/17/2015 |
| **Signature of Reporting Person | Date |
| BlueMountain Timberline Ltd., By: /s/ Andrew Feldstein, Director | 02/17/2015 |
| **Signature of Reporting Person | Date |

BlueMountain Kicking Horse Fund L.P., By: BlueMountain Kicking Horse Fund GP, LLC,
By: /s/ Paul Friedman, Chief Compliance Officer

02/17/2015

__Signature of Reporting Person

Date

BlueMountain Kicking Horse Fund GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/
Paul Friedman, Chief Compliance Officer

02/17/2015

__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).

The filing of this Form 4 shall not be construed as an admission that any of BlueMountain Capital Management, LLC ("BMCM"), GP Holdings (as defined in Footnote 8) or the General Partners (as defined in Footnote 7) 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

(1) 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, each of BMCM, GP Holdings and the General Partners disclaims such beneficial ownership, except to the extent of its respective pecuniary interest.

BMCM is the investment manager of each of: (i) Blue Mountain Credit Alternatives Master Fund L.P. ("BMCA"), which is the direct beneficial owner of 2,991,266 shares of Common Stock, 102,669 125% Warrants and 102,669 135% Warrants; (ii) BlueMountain Long/Short Credit Master Fund L.P. ("BMLSC"), which is the direct beneficial owner of 979,773 shares of Common Stock, 33,628 125% Warrants and 33,628 135% Warrants; (iii) BlueMountain Guadalupe Peak Fund L.P. ("BMGP"), which is the direct beneficial

(2) owner of 191,428 shares of Common Stock, 6,570 125% Warrants and 6,570 135% Warrants; (iv) BlueMountain Timberline Ltd. ("BMT"), which is the direct beneficial owner of 325,159 shares of Common Stock, 11,159 125% Warrants and 11,159 135% Warrants; (v) BlueMountain Kicking Horse Fund L.P. ("BMKH"), which is the direct beneficial owner of 251,971 shares of Common Stock, 8,648 125% Warrants and 8,648 135% Warrants;

(vi) BlueMountain Credit Opportunities Master Fund I L.P. ("BMCO"), which is the direct beneficial owner of 1,907,698 shares of Common Stock, 65,478 125% Warrants and 65,478 135% Warrants; (vii) BlueMountain Distressed Master Fund L.P. ("BMD"), which is the direct beneficial owner of 353,537 shares of Common Stock, 12,133 125% Warrants and 12,133 135% Warrants; (viii)

(3) BlueMountain Monteners Master Fund SCA SICAV-SIF ("BMM"), which is the direct beneficial owner of 183,709 shares of Common Stock, 6,304 125% Warrants and 6,304 135% Warrants; (ix) BlueMountain Strategic Credit Master Fund L.P. ("BMSC" and together with BMCA, BMLSC, BMGP, BMKH, BMM, BMCO and BMD, the "Partnerships," and the Partnerships together with BMT, the "Funds"), which is the direct beneficial owner of 264,865 shares of Common Stock, 9,090 125% Warrants and 9,090 135% Warrants; and

(x) BlueMountain Long/Short Credit & Distressed Reflection Fund, a sub fund of AAI BlueMountain Fund plc ("AAI"), which is the

(4) direct beneficial owner of 171,471 shares of Common Stock, 5,884 125% Warrants and 5,884 135% Warrants. The shareholding information set forth in Footnotes 2 and 3 and this Footnote 4 is as of January 29, 2015.

BMCM, although it directs the voting and disposition of the Common Stock held by the Funds and AAI, only receives an asset-based fee relating to the Common Stock held by the Funds and an asset-based and performance-based fee relating to the Common Stock held

(5) by AAI.

(i) Blue Mountain CA Master Fund GP, Ltd. ("BMCA GP") is the general partner of BMCA and has an indirect profits interest in the Common Stock beneficially owned by it; (ii) BlueMountain Long/Short Credit GP, LLC ("BMLSC GP") is the general partner of each of BMLSC and BMGP and has an indirect profits interest in the Common Stock beneficially owned by each of them; (iii) BlueMountain

(6) Kicking Horse Fund GP, LLC ("BMKH GP") is the general partner of BMKH and has an indirect profits interest in the Common Stock beneficially owned by it; (iv) BlueMountain Monteners GP S.a r.l. ("BMM GP") is the general partner of BMM and has an indirect profits interest in the Common Stock beneficially owned by it; (v) BlueMountain Credit Opportunities GP I, LLC ("BMCO GP") is the general partner of BMCO and has an indirect profits interest in the Common Stock beneficially owned by it;

(vi) BlueMountain Distressed GP, LLC ("BMD GP") is the general partner of BMD and has an indirect profits interest in the Common Stock beneficially owned by it; (vii) BlueMountain Strategic Credit GP, LLC ("BMSC GP" and together with BMCA GP, BMLSC GP, BMKH GP, BMM GP, BMCO GP and BMD GP, the "General Partners") is the general partner of BMSC and has an indirect profits

(7) interest in the Common Stock beneficially owned by it.

BlueMountain GP Holdings, LLC ("GP Holdings") is the sole owner of each of the General Partners (other than BMM GP) and thus has

(8) an indirect profits interests in the Common Stock beneficially owned by each of the Partnerships (other than BMM).

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- Pursuant to the First Amended Joint Plan of Reorganization of the Issuer, holders of Class 4 General Unsecured Claims and Class 6 Retiree Settlement Unsecured Claims (together, "Allowed Unsecured Claims") with respect to the Issuer were issued Common Stock and warrants to purchase shares of Common Stock ("Warrants") in respect of a portion of such claims. BMCA held a total of \$112,481,917 in Allowed Unsecured Claims; BMLSC held a total of \$44,041,361 in Allowed Unsecured Claims, BMT held a total of \$12,227,029 in Allowed Unsecured Claims; BMKH held a total of \$9,475,000 in Allowed Unsecured Claims; BMCO held a total of \$71,736,000 in Allowed Unsecured Claims; BMD held a total of \$13,294,462 in Allowed Unsecured Claims; BMM held a total of \$6,908,000 in Allowed Unsecured Claims; BMSC held a total of \$9,960,000 in Allowed Unsecured Claims; and AAI held a total of \$6,448,000 in Allowed Unsecured Claims.
- (9)
- (10) The shares of Common Stock, 125% Warrants and 135% Warrants that are the subject of this Form 4 represent a distribution in respect of such Allowed Unsecured Claims.
- (11) 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 ten Reporting Persons per filing.
- (12) On January 29, 2015: (i) BMCA acquired 29,844 shares of Common Stock, 10,417 125% Warrants and 10,417 135% Warrants; (ii) BMLSC acquired 9,761 shares of Common Stock, 3,407 125% Warrants and 3,407 135% Warrants; (iii) BMGP acquired 1,908 shares of Common Stock, 666 125% Warrants and 666 135% Warrants; (iv) BMT acquired 3,268 shares of Common Stock, 1,140 125% Warrants and 1,140 135% Warrants; (v) BMKH acquired 2,450 shares of Common Stock, 856 125% Warrants and 856 135% Warrants; (vi) BMCO acquired 18,554 shares of Common Stock, 6,477 125% Warrants and 6,477 135% Warrants; (vii) BMD acquired 3,560 shares of Common Stock, 1,242 125% Warrants and 1,242 135% Warrants; (viii) BMM acquired 1,786 shares of Common Stock, 623 125% Warrants and 623 135% Warrants; (ix) BMSC acquired 2,576 shares of Common Stock, 899 125% Warrants and 899 135% Warrants; and (x) AAI acquired 1,668 shares of Common Stock, 582 125% Warrants and 582 135% Warrants.

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.