

EASTMAN KODAK CO
 Form 3
 March 03, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â O'Grady John G.</p> <p>(Last) (First) (Middle)</p> <p>EASTMAN KODAK COMPANY,Â 343 STATE STREET</p> <p>(Street)</p> <p>ROCHESTER,Â NYÂ 14650</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/23/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>EASTMAN KODAK CO [KODK]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>GM, WW Sales, Vice President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, par value \$.01 | 4,407 | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

Edgar Filing: EASTMAN KODAK CO - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|-------------------------------|----------------------------|-------------------|---------------------------------------|---|
| Restricted Stock Units | 09/03/2016 | 09/03/2016 | Common Stock, par value \$.01 | 4,434 | \$ ⁽¹⁾ | D | Â |
| Restricted Stock Units | Â ⁽²⁾ | 09/03/2017 | Common Stock, par value \$.01 | 4,066 | \$ ⁽²⁾ | D | Â |
| Restricted Stock Units | Â ⁽³⁾ | 09/03/2018 | Common Stock, par value \$.01 | 10,538 | \$ ⁽³⁾ | D | Â |
| Stock Option (Right to Buy) | Â ⁽⁴⁾ | 09/03/2021 | Common Stock, par value \$.01 | 18,378 | \$ 23.78 | D | Â |
| Stock Option (Right to Buy) | Â ⁽⁵⁾ | 09/03/2022 | Common Stock, par value \$.01 | 25,218 | \$ 13.76 | D | Â |
| 125% Warrants to purchase Common Stock, par value \$.01 | 09/03/2013 | 09/03/2018 | Common Stock, par value \$.01 | 169 ⁽⁶⁾ | \$ 14.93 | D | Â |
| 135% Warrants to purchase Common Stock, par value \$.01 | 09/03/2013 | 09/03/2018 | Common Stock, par value \$.01 | 169 ⁽⁶⁾ | \$ 16.12 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| O'Grady John G. EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650 | Â | Â | Â GM, WW Sales, Vice President | Â |

Signatures

/s/ Karen M. Kelly, Attorney-in-fact for John O'Grady

03/03/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) These restricted stock units convert into common stock on a one-for-one basis.
- (2)

Edgar Filing: EASTMAN KODAK CO - Form 3

These restricted stock units, which convert into common stock on a one-for-one basis, vest one-third on each of the first three anniversaries of the 9/3/14 grant date.

- (3) These restricted stock units, which convert into common stock on a one-for-one basis, vest one-third on each of the first three anniversaries of the 9/3/15 grant date.
- (4) This option vests one-third on each of the first three anniversaries of the 9/3/14 grant date.
- (5) This option vests one-third on each of the first three anniversaries of the 9/3/15 grant date.

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. 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.