

BlueMountain Strategic Credit GP, LLC
 Form 4
 October 09, 2013

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 GP Holdings, LLC

(Last) (First) (Middle)

280 PARK AVENUE, 5TH FLOOR
 EAST

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 EASTMAN KODAK CO [EKOD]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/30/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock (1) (2)							
(3) (4) (5) (6)	09/30/2013		J		235,372	A	(9) (10)
(7) (8) (9) (10)							2,931,320
(11) (12)							D
Common Stock (1) (2)							
(3) (4) (5) (6)	09/30/2013		J		92,158	A	(9) (10)
(7) (8) (9) (10)							1,147,730
(11) (13)							D
Common Stock (1) (2)	09/30/2013		J		19,826	A	(9) (10)
							246,922
							D

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(3) (4) (5) (6)
(7) (8) (9) (10)
(11) (14)

Common
 Stock ⁽¹⁾ ⁽²⁾

(3) (4) (5) (6) 09/30/2013 J 25,584 A (9)
(7) (8) (9) (10) 318,643 D
(11) (15)

Common
 Stock ⁽¹⁾ ⁽²⁾

(3) (4) (5) (6) 09/30/2013 J 13,492 A (9)
(7) (8) (9) (10) 168,035 D
(11) (16)

Common
 Stock ⁽¹⁾ ⁽²⁾

(3) (4) (5) (6) 09/30/2013 J 20,841 A (9)
(7) (8) (9) (10) 259,557 D
(11) (17)

Common
 Stock ⁽¹⁾ ⁽²⁾

(3) (4) (5) (6) 09/30/2013 J 150,110 A (9)
(7) (8) (9) (10) 1,869,468 D
(11) (18)

Common
 Stock ⁽¹⁾ ⁽²⁾

(3) (4) (5) (6) 09/30/2013 J 14,455 A (9)
(7) (8) (9) (10) 180,028 D
(11) (19)

Common
 Stock ⁽¹⁾ ⁽²⁾

(3) (4) (5) (6) 09/30/2013 J 27,817 A (9)
(7) (8) (9) (10) 346,452 D
(11) (20)

Common
 Stock ⁽¹⁾ ⁽²⁾

(3) (4) (5) (6)
(7) (8) (9) (10) 09/30/2013 J 599,655 A (9) 7,468,155 I (See
(11) (12) (13) Footnotes)
(14) (15) (16)
(17) (18) (19)
(20)

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 Number Shares
125% Warrants (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (21)	\$ 14.93	10/01/2013		J		81,791		09/03/2013	09/03/2018	Common Stock	81,79
125% Warrants (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (22)	\$ 14.93	10/01/2013		J		32,024		09/03/2013	09/03/2018	Common Stock	32,02
125% Warrants (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (23)	\$ 14.93	10/01/2013		J		6,889		09/03/2013	09/03/2018	Common Stock	6,889
125% Warrants (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (24)	\$ 14.93	10/01/2013		J		8,890		09/03/2013	09/03/2018	Common Stock	8,890
125% Warrants (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (25)	\$ 14.93	10/01/2013		J		4,688		09/03/2013	09/03/2018	Common Stock	4,688
	\$ 14.93	10/01/2013		J		7,242		09/03/2013	09/03/2018		7,242

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125%
Warrants
(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(26)

Common
Stock

125%
Warrants
(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(27)

\$ 14.93

10/01/2013

J

52,163

09/03/2013

09/03/2018

Common
Stock

52,163

125%
Warrants
(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(28)

\$ 14.93

10/01/2013

J

5,023

09/03/2013

09/03/2018

Common
Stock

5,023

125%
Warrants
(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(29)

\$ 14.93

10/01/2013

J

9,665

09/03/2013

09/03/2018

Common
Stock

9,665

125%
Warrants
(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(21) (22)
(23) (24)
(25) (26)
(27) (28)
(29)

\$ 14.93

10/01/2013

J

208,375

09/03/2013

09/03/2018

Common
Stock

208,375

135%
Warrants
(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(21)

\$ 16.12

10/01/2013

J

81,791

09/03/2013

09/03/2018

Common
Stock

81,791

135%

\$ 16.12

10/01/2013

J

32,024

09/03/2013

09/03/2018

Common

32,024

Warrants

(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(22)

Stock

135%

Warrants

(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(23)

\$ 16.12	10/01/2013	J	6,889	09/03/2013	09/03/2018	Common Stock	6,889
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135%

Warrants

(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(24)

\$ 16.12	10/01/2013	J	8,890	09/03/2013	09/03/2018	Common Stock	8,890
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135%

Warrants

(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(25)

\$ 16.12	10/01/2013	J	4,688	09/03/2013	09/03/2018	Common Stock	4,688
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135%

Warrants

(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(26)

\$ 16.12	10/01/2013	J	7,242	09/03/2013	09/03/2018	Common Stock	7,242
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135%

Warrants

(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(27)

\$ 16.12	10/01/2013	J	52,163	09/03/2013	09/03/2018	Common Stock	52,163
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135%

Warrants

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

\$ 16.12	10/01/2013	J	5,023	09/03/2013	09/03/2018	Common Stock	5,023
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<u>(28)</u>										
135%										
Warrants										
<u>(1)</u>	<u>(2)</u>	<u>(3)</u>								
<u>(4)</u>	<u>(5)</u>	<u>(6)</u>	\$ 16.12	10/01/2013	J	9,665	09/03/2013	09/03/2018	Common Stock	9,665
<u>(7)</u>	<u>(8)</u>	<u>(9)</u>								
<u>(10)</u>	<u>(11)</u>									
<u>(29)</u>										
135%										
Warrants										
<u>(1)</u>	<u>(2)</u>	<u>(3)</u>								
<u>(4)</u>	<u>(5)</u>	<u>(6)</u>	\$ 16.12	10/01/2013	J	208,375	09/03/2013	09/03/2018	Common Stock	208,375
<u>(7)</u>	<u>(8)</u>	<u>(9)</u>								
<u>(10)</u>	<u>(11)</u>									
<u>(21)</u>	<u>(22)</u>									
<u>(23)</u>	<u>(24)</u>									
<u>(25)</u>	<u>(26)</u>									
<u>(27)</u>	<u>(28)</u>									
<u>(29)</u>										

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BlueMountain GP Holdings, LLC 280 PARK AVENUE 5TH FLOOR EAST NEW YORK, NY 10017		X		
BlueMountain Long/Short Credit & Distressed Reflection Fund, a sub fund of AAI BlueMountain Fund PLC 280 PARK AVENUE 5TH FLOOR EAST NEW YORK, NY 10017		X		
BlueMountain Monteners Master Fund SCA SICAV-SIF 280 PARK AVENUE 5TH FLOOR EAST NEW YORK, NY 10017		X		
BlueMountain Monteners GP S.a.r.l. 280 PARK AVENUE 5TH FLOOR EAST NEW YORK, NY 10017		X		
BlueMountain Credit Opportunities Master Fund I L.P. 280 PARK AVENUE 5TH FLOOR EAST NEW YORK, NY 10017		X		

BlueMountain Credit Opportunities GP I, LLC 280 PARK AVENUE 5TH FLOOR EAST NEW YORK, NY 10017	X
BlueMountain Distressed Master Fund L.P. 280 PARK AVENUE 5TH FLOOR EAST NEW YORK, NY 10017	X
BlueMountain Distressed GP, LLC 280 PARK AVENUE 5TH FLOOR EAST NEW YORK, NY 10017	X
BlueMountain Strategic Credit Master Fund L.P. 280 PARK AVENUE 5TH FLOOR EAST NEW YORK, NY 10017	X
BlueMountain Strategic Credit GP, LLC 280 PARK AVENUE 5TH FLOOR EAST NEW YORK, NY 10017	X

Signatures

BlueMountain GP Holdings, LLC By: /s/ Paul Friedman, Chief Compliance Officer __Signature of Reporting Person	10/09/2013 Date
BlueMountain Long/Short Credit and Distressed Reflection Fund, a sub fund of AAI BlueMountain Fund PLC By: BlueMountain Capital Management, LLC By: /s/ Paul Friedman, Chief Compliance Officer __Signature of Reporting Person	10/09/2013 Date
BlueMountain Monteners Master Fund SCA SICAV-SIF By: BlueMountain Monteners GP S.a r.l. By: /s/ Paul Friedman, Authorized Person __Signature of Reporting Person	10/09/2013 Date
BlueMountain Monteners GP S.a r.l. By: /s/ Paul Friedman, Authorized Person __Signature of Reporting Person	10/09/2013 Date
BlueMountain Credit Opportunities Master Fund I L.P. By: BlueMountain Credit Opportunities GP I, LLC By: BlueMountain GP Holdings, LLC By: /s/ Paul Friedman, Chief Compliance Officer __Signature of Reporting Person	10/09/2013 Date
BlueMountain Credit Opportunities GP I, LLC By: BlueMountain GP Holdings, LLC By: /s/ Paul Friedman, Chief Compliance Officer __Signature of Reporting Person	10/09/2013 Date
BlueMountain Distressed Master Fund L.P. By: BlueMountain Distressed GP, LLC By: BlueMountain GP Holdings, LLC By: /s/ Paul Friedman, Chief Compliance Officer	10/09/2013

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<u>Signature of Reporting Person</u>	Date
BlueMountain Distressed GP, LLC By: BlueMountain GP Holdings, LLC By: /s/ Paul Friedman, Chief Compliance Officer	10/09/2013
<u>Signature of Reporting Person</u>	Date
BlueMountain Strategic Credit Master Fund L.P. By: BlueMountain Strategic Credit GP, LLC By: BlueMountain GP Holdings, LLC By: /s/ Paul Friedman, Chief Compliance Officer	10/09/2013
<u>Signature of Reporting Person</u>	Date
BlueMountain Strategic Credit GP, LLC By: BlueMountain GP Holdings, LLC By: /s/ Paul Friedman, Chief Compliance Officer	10/09/2013
<u>Signature of Reporting Person</u>	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 Capital Management, LLC ("BMCM"), GP Holdings (as defined in footnote 8 below) or any of the General Partners (as defined in Footnote 7 below) 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 the shares of Common Stock, par value \$0.01 per share (the "Common Stock") of Eastman Kodak Company (the "Issuer"). Pursuant to Rule 16a-1(a)(4) of the Exchange Act, BMCM, GP Holdings and the General Partners disclaim such beneficial ownership, except to the extent of their pecuniary interest.

(2) 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 2,695,948 shares of Common Stock; (ii) BlueMountain Long/Short Credit Master Fund L.P. ("Long/Short Credit"), which is the direct beneficial owner of 1,055,572 shares of Common Stock; (iii) BlueMountain Kicking Horse Fund L.P. ("Kicking Horse"), which is the direct beneficial owner of 227,096 shares of Common Stock, (cont'd in Footnote 3)

(3) (iv) BlueMountain Timberline Ltd. ("Timberline"), which is the direct beneficial owner of 293,059 shares of Common Stock; (v) BlueMountain Long/Short Credit and Distressed Reflection Fund, a sub fund of AAI BlueMountain Fund PLC ("AAI"), which is the direct beneficial owner of 154,543 shares of Common Stock; (vi) BlueMountain Strategic Credit Master Fund L.P. ("Strategic Credit"), which is the direct beneficial owner of 238,716 shares of Common Stock; (vii) BlueMountain Credit Opportunities Master Fund I L.P. ("COF"), which is the direct beneficial owner of 1,719,358 shares of Common Stock; (cont'd in Footnote 4)

(4) (viii) BlueMountain Monteners Master Fund SCA SICAV-SIF ("BMMF"), which is the direct beneficial owner of 165,573 shares of Common Stock; and (ix) BlueMountain Distressed Master Fund L.P. ("Distressed" and together with BMCA, Long/Short Credit, Strategic Credit, COF, Kicking Horse, Timberline and AAI, the "BlueMountain Funds"), which is the direct beneficial owner of 318,635 shares of Common Stock. The shareholding information set forth in Footnotes 2 and 3 and this Footnote 4 is as of September 29, 2013.

(5) BMCM, although it directs the voting and disposition of the Common Stock held by the BlueMountain Funds, only receives an asset-based fee relating to such shares of Common Stock.

(6) (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 BMCA; (ii) BlueMountain Long/Short Credit GP, LLC ("Long/Short Credit GP") is the general partner of Long/Short Credit and has an indirect profits interest in the Common Stock beneficially owned by Long/Short Credit; (iii) BlueMountain Distressed GP, LLC ("Distressed GP") is the general partner of Distressed and has an indirect profits interest in the Common Stock beneficially owned by Distressed; (iv) BlueMountain Strategic Credit GP, LLC ("Strategic Credit GP") is the general partner of Strategic Credit and has an indirect profits interest in the Common Stock beneficially owned by Strategic Credit; (cont'd in Footnote 7)

(7) (v) BlueMountain Credit Opportunities GP I, LLC ("COF GP") is the general partner of COF and has an indirect profits interest in the Common Stock beneficially owned by COF; (vi) BlueMountain Monteners GP S.a r.l. ("Monteners GP") is the general partner of Monteners and has an indirect profits interest in the Common Stock beneficially owned by Monteners; and (vii) BlueMountain Kicking Horse Fund GP, LLC ("Kicking Horse GP", and together with BMCA GP, Long/Short Credit GP, Distressed GP, Strategic Credit GP, COF GP and Monteners GP, the "General Partners") is the general partner of Kicking Horse and has an indirect profits interest in the Common Stock beneficially owned by Kicking Horse.

(8) BlueMountain GP Holdings, LLC ("GP Holdings") is the sole owner of each of the General Partners, and thus has an indirect profits interest in the Common Stock beneficially owned by each of BMCA, Long/Short Credit, Distressed, COF, Strategic Credit, Kicking Horse and Monteners.

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(9) 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 of the Issuer ("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, Long/Short Credit held a total of \$44,041,361 in Allowed Unsecured Claims, Kicking Horse held a total of \$9,475,000 in Allowed Unsecured Claims, (cont'd in Footnote 10)

(10) Timberline held a total of \$12,227,029 in Allowed Unsecured Claims, AAI held a total of \$6,448,000 in Allowed Unsecured Claims, Strategic Credit held a total of \$9,960,000 in Allowed Unsecured Claims, COF held a total of \$71,736,000 in Allowed Unsecured Claims, BMMF held a total of \$6,908,000 in Allowed Unsecured Claims and Distressed held a total of \$13,294,462 in 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 each filing.

(12) On September 30, 2013, BMCA acquired 235,372 shares of Common Stock.

(13) On September 30, 2013, Long/Short Credit acquired 92,158 shares of Common Stock.

(14) On September 30, 2013, Kicking Horse acquired 19,826 shares of Common Stock.

(15) On September 30, 2013, Timberline acquired 25,584 shares of Common Stock.

(16) On September 30, 2013, AAI acquired 13,492 shares of Common Stock.

(17) On September 30, 2013, Strategic Credit acquired 20,841 shares of Common Stock.

(18) On September 30, 2013, COF acquired 150,110 shares of Common Stock.

(19) On September 30, 2013, BMMF acquired 14,455 shares of Common Stock.

(20) On September 30, 2013, Distressed acquired 27,817 shares of Common Stock.

(21) On October 1, 2013, BMCA acquired 81,791 125% Warrants and 81,791 135% Warrants.

(22) On October 1, 2013, Long/Short Credit acquired 32,024 125% Warrants and 32,024 135% Warrants.

(23) On October 1, 2013, Kicking Horse acquired 6,889 125% Warrants and 6,889 135% Warrants.

(24) On October 1, 2013, Timberline acquired 8,890 125% Warrants and 8,890 135% Warrants.

(25) On October 1, 2013, AAI acquired 4,688 125% Warrants and 4,688 135% Warrants.

(26) On October 1, 2013, Strategic Credit acquired 7,242 125% Warrants and 7,242 135% Warrants.

(27) On October 1, 2013, COF acquired 52,163 125% Warrants and 52,163 135% Warrants.

(28) On October 1, 2013, BMMF acquired 5,023 125% Warrants and 5,023 135% Warrants.

(29) On October 1, 2013, Distressed acquired 9,665 125% Warrants and 9,665 135% Warrants.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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