

EASTMAN KODAK CO
Form 8-K
May 16, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): May 11, 2011

Eastman Kodak Company
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| New Jersey | 1-87 | 16-0417150 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

343 State Street,
Rochester, New York 14650
(Address of Principal Executive Office) (Zip Code)

Registrant's telephone number, including area code: (585) 724-4000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Securities Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.07 Submission of Matters to a Vote of Security Holders.

The 2011 Annual Meeting of Shareholders of Eastman Kodak Company (the Company) was held on Wednesday, May 11, 2011 at the Hilton Garden Inn, 6450 Carlsbad Road, Carlsbad, California 92011. The Company filed its definitive Proxy Statement for the proposals voted upon at the Annual Meeting with the Securities and Exchange Commission on March 31, 2011. As of March 14, 2011, the record date for the Annual Meeting, there were 269,038,172 shares of common stock issued and outstanding. A quorum of 188,670,361 shares of common stock was present or represented at the Annual Meeting.

The matters submitted to a vote of security holders at the 2011 Annual Meeting of the Company were as follows:

- Shareholders elected each of the Company's fourteen nominees for director to serve a term of one year to expire at the 2012 Annual Meeting of Shareholders or until their successors are duly elected and qualified, as set forth below:

| Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|-------------|---------------|-------------|---------------------|
| Richard S. Braddock | 124,407,054 | 7,664,196 | 429,461 | 56,169,650 |
| Herald Y. Chen | 128,491,006 | 3,375,153 | 634,552 | 56,169,650 |
| Adam H. Clammer | 129,460,234 | 2,390,016 | 650,461 | 56,169,650 |
| Timothy M. Donahue | 129,247,174 | 2,508,156 | 745,381 | 56,169,650 |
| Michael J. Hawley | 124,986,450 | 6,867,898 | 646,363 | 56,169,650 |
| William H. Hernandez | 129,293,701 | 2,479,651 | 727,359 | 56,169,650 |
| Douglas R. Lebda | 124,934,896 | 6,870,467 | 695,348 | 56,169,650 |
| Kyle P. Legg | 128,774,723 | 3,087,764 | 638,224 | 56,169,650 |
| Delano E. Lewis | 124,902,631 | 6,958,408 | 639,572 | 56,169,650 |
| William G. Parrett | 124,934,494 | 7,114,613 | 451,604 | 56,169,650 |
| Antonio M. Perez | 128,892,004 | 3,173,880 | 434,827 | 56,169,650 |
| Joel Seligman | 128,364,045 | 3,495,318 | 641,348 | 56,169,650 |
| Dennis F. Strigl | 129,461,795 | 2,381,680 | 656,859 | 56,169,650 |
| Laura D'Andrea Tyson | 127,659,207 | 4,409,241 | 432,263 | 56,169,650 |

- Shareholders ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm, as set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|---------------------|
| 183,909,058 | 2,813,368 | 1,947,841 | 0 |

3. Shareholders approved, through an advisory vote, the compensation of the Company's Named Executive Officers, as set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|---------------------|
| 118,566,958 | 10,266,749 | 3,665,167 | 56,169,650 |

4. Shareholders approved, through an advisory vote, an annual frequency for the advisory vote on compensation of the Company's Named Executive Officers. Shareholder voting on this proposal is set forth below:

| Votes For 1-year Frequency | Votes for 2-year Frequency | Votes for 3-year Frequency | Abstentions | Broker Non-Votes |
|----------------------------------|----------------------------------|----------------------------------|-------------|---------------------|
| 123,964,545 | 602,153 | 4,338,471 | 3,595,503 | 56,169,650 |

5. Shareholders did not approve a shareholder proposal raised from the floor by First Affirmative Financial Network LLC, concerning the Company's relationship with the U.S. Chamber of Commerce. Shareholder voting on this proposal is set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|---------------------|
| 4,098 | 188,666,263 | 0 | 0 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EASTMAN KODAK COMPANY

By: /s/ Patrick M. Sheller

Patrick M. Sheller

Secretary

Date: May 16, 2011

