

EASTMAN KODAK CO
Form 4
March 17, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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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 Credit Opportunities
GP I, 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)
03/16/2017

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) | Footnotes (1) (2) (3) (4) (5) (6) (7) (8) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| Common Stock (1) (2) (3) (4) (5) (6) (7) (8) | 03/16/2017 | | S | 22,034 D | \$ 11.65 6,994,615 | I | | Footnotes (1) (2) (3) (4) (5) (6) (7) (8) |
| Common Stock (1) (2) (3) (4) (5) (6) (7) (8) | 03/16/2017 | | S | 19,069 D | \$ 11.65 6,052,895 | I | | Footnotes (1) (2) (3) (4) (5) (6) (7) (8) |
| Common Stock (1) (2) (3) (4) (5) (6) (7) (8) | 03/16/2017 | | S | 8,848 D | \$ 11.65 2,808,645 | I | | Footnotes (1) (2) (4) (5) (6) (7) (8) |

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| | | | | | | | | |
|---|------------|---|-------|---|-------------|-----------|---|---|
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 8,848 | D | \$ 11.65 | 2,808,645 | I | Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 8,848 | D | \$ 11.65 | 2,808,645 | D | |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 567 | D | \$ 11.65 | 179,743 | I | Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 567 | D | \$ 11.65 | 179,743 | D | |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 961 | D | \$ 11.65 | 305,310 | D | |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 746 | D | \$ 11.65 | 236,585 | I | Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 746 | D | \$ 11.65 | 236,585 | D | |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 5,642 | D | \$ 11.65 | 1,791,233 | I | Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 5,642 | D | \$ 11.65 | 1,791,233 | D | |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 1,046 | D | \$ 11.65 | 331,955 | I | Footnotes <u>(1)</u> <u>(2)</u> <u>(5)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 1,046 | D | \$ 11.65 | 331,955 | D | |
| | 03/16/2017 | S | 2,004 | D | | 636,410 | I | |

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| | | | | | | | | | |
|---|------------|---|--------|---|-------|-------|-----------|---|---|
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | | | | | \$ | | | | Footnotes <u>(1)</u> <u>(3)</u> <u>(5)</u> |
| | | | | | 11.65 | | | | |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 2,004 | D | \$ | 11.65 | 636,410 | D | |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 782 | D | \$ | 11.65 | 248,697 | I | Footnotes <u>(1)</u> <u>(2)</u> <u>(5)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 782 | D | \$ | 11.65 | 248,697 | D | |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 1,438 | D | \$ | 11.65 | 456,037 | I | Footnotes <u>(1)</u> <u>(3)</u> <u>(5)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 1,438 | D | \$ | 11.65 | 456,037 | D | |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 25,000 | D | \$ | 11.67 | 6,969,615 | I | Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 21,633 | D | \$ | 11.67 | 6,031,262 | I | Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 10,039 | D | \$ | 11.67 | 2,798,606 | I | Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 10,039 | D | \$ | 11.67 | 2,798,606 | I | Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 10,039 | D | \$ | 11.67 | 2,798,606 | D | |
| | 03/16/2017 | S | 642 | D | | | 179,101 | I | |

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|---|------------|---|-------|---|-------|---------|---|---|---|
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | | | | | \$ | | | | Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u> |
| | | | | | 11.67 | | | | |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 642 | D | \$ | 179,101 | D | | |
| | | | | | 11.67 | | | | |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 1,092 | D | \$ | 304,218 | D | | |
| | | | | | 11.67 | | | | |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 845 | D | \$ | 235,740 | I | Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u> | |
| | | | | | 11.67 | | | | |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> | 03/16/2017 | S | 845 | D | \$ | 235,740 | D | | |
| | | | | | 11.67 | | | | |

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

SEC 1474
(9-02)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BlueMountain Credit Opportunities GP I, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | | X | | |
| BlueMountain Credit Opportunities Master Fund I L.P. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | | X | | |
| BlueMountain Distressed GP, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | | X | | |
| BlueMountain Distressed Master Fund L.P. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | | X | | |
| BlueMountain Monteners GP S.a.r.l. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | | X | | |
| BlueMountain Monteners Master Fund SCA SICAV-SIF 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | | X | | |
| BlueMountain Strategic Credit GP, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | | X | | |
| BlueMountain Strategic Credit Master Fund L.P. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | | X | | |
| BLUEMOUNTAIN SUMMIT OPPORTUNITIES GP II, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | | X | | |
| BLUEMOUNTAIN SUMMIT TRADING L.P. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | | X | | |

Signatures

BlueMountain Credit Opportunities GP I, LLC, By: BlueMountain GP Holdings, LLC, By:
/s/ Eric M. Albert, Chief Compliance Officer

03/17/2017

__Signature of Reporting Person

Date

BlueMountain Credit Opportunities Master Fund I L.P., By: BlueMountain Credit
Opportunities GP I, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief
Compliance Officer

03/17/2017

__Signature of Reporting Person

Date

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| | |
|--|------------|
| BlueMountain Distressed GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer | 03/17/2017 |
| __Signature of Reporting Person | Date |
| BlueMountain Distressed Master Fund L.P., By: BlueMountain Distressed GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer | 03/17/2017 |
| __Signature of Reporting Person | Date |
| BlueMountain Monteners GP S.a r.l., By: /s/ Eric M. Albert, Chief Compliance Officer | 03/17/2017 |
| __Signature of Reporting Person | Date |
| BlueMountain Monteners Master Fund SCA SICAV-SIF, By: BlueMountain Monteners GP S.a r.l., By: /s/ Eric M. Albert, Chief Compliance Officer | 03/17/2017 |
| __Signature of Reporting Person | Date |
| BlueMountain Strategic Credit GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer | 03/17/2017 |
| __Signature of Reporting Person | Date |
| BlueMountain Strategic Credit Master Fund L.P., By: BlueMountain Strategic Credit GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer | 03/17/2017 |
| __Signature of Reporting Person | Date |
| BlueMountain Summit Opportunities GP II, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer | 03/17/2017 |
| __Signature of Reporting Person | Date |
| BlueMountain Summit Trading L.P., By: BlueMountain Summit Opportunities GP II, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Eric M. Albert, Chief Compliance Officer | 03/17/2017 |
| __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 any of BlueMountain Capital Management, LLC ("BMCM"), GP Holdings, the General Partners, BMM GP (each as defined in Footnote 5) or BMCA GP (as defined in Footnote 4) 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, each of BMCM, GP Holdings and the General Partners disclaims such beneficial ownership, except to the extent of its 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 2,798,606 shares of Common Stock; (ii) BlueMountain Guadalupe Peak Fund L.P. ("BMGP"), which is the direct beneficial owner of 179,101 shares of Common Stock; (iii) BlueMountain Kicking Horse Fund L.P. ("BMKH"), which is the direct beneficial owner of 235,740 shares of Common Stock; (iv) BlueMountain Credit Opportunities Master Fund I L.P. ("BMCO"), which is the direct beneficial owner of 1,784,831 shares of Common Stock; (v) BlueMountain Distressed Master Fund L.P. ("BMD"), which is the beneficial owner of 330,768 shares of Common Stock; (vi) BlueMountain Strategic Credit Master Fund L.P. ("BMSC"), which is the direct beneficial owner of 247,808 shares of Common Stock;

(3) (vii) BlueMountain Summit Trading L.P. ("BMST" and, together with BMCA, BMGP, BMKH, BMCO, BMD and BMSC, the "Partnerships"), which is the direct beneficial owner of 454,408 shares of Common Stock; (viii) BlueMountain Timberline Ltd. ("BMT"), which is the direct beneficial owner of 304,218 shares of Common Stock; and (ix) BlueMountain Monteners Master Fund SCA SICAV-SIF ("BMM" and, together with the Partnerships and BMT, the "Funds"), which is the direct beneficial owner of 634,135 shares of Common Stock. BMCM, although it directs the voting and disposition of the Common Stock held by the Funds, only receives an asset-based fee relating to the Common Stock held by the Funds.

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- (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) Blue Mountain Credit GP, LLC ("BMC GP") is the sole owner of BMCA GP and has an indirect profits interest in the Common Stock beneficially owned by BMCA; (iii) BlueMountain Long/Short Credit GP, LLC ("BMGP GP") is the general partner of BMGP and has an indirect profits interest in the Common Stock beneficially owned by it; (iv) BlueMountain 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; (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;
- (4) (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") is the general partner of BMSC and has an indirect profits interest in the Common Stock beneficially owned by it; (viii) BlueMountain Summit Opportunities GP II, LLC ("BMST GP" and, together with BMC GP, BMGP GP, BMKH GP, BMCO GP, BMD GP and BMSC GP, the "General Partners") is the general partner of BMST and has an indirect profits interest in the Common Stock beneficially owned by it; and (ix) BlueMountain Montenvers 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. 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 the Partnerships.
- (5) (6) BMCM is the sole owner of BMM GP and thus has an indirect profits interest in the Common Stock beneficially owned by BMM.
- On March 16, 2017, (i) BMCA sold 8,848 and 10,039 shares of Common Stock for \$11.65 and \$11.67 per share, respectively, (ii) BMGP sold 567 and 642 shares of Common Stock for \$11.65 and \$11.67 per share, respectively, (iii) BMT sold 961 and 1,092 shares of Common Stock for \$11.65 and \$11.67 per share, respectively, (iv) BMKH sold 746 and 845 shares of Common Stock for \$11.65 and \$11.67 per share, respectively, (v) BMCO sold 5,642 and 6,402 shares of Common Stock for \$11.65 and \$11.67 per share, respectively, (vi) BMD sold 1,046 and 1,187 shares of Common Stock for \$11.65 and \$11.67 per share, respectively, (vii) BMM sold 2,004 and 2,275 shares of Common Stock for \$11.65 and \$11.67 per share, respectively, (viii) BMSC sold 782 and 889 shares of Common Stock for \$11.65 and \$11.67 per share, respectively, and (ix) BMST sold 1,438 and 1,629 shares of Common Stock for \$11.65 and \$11.67 per share, respectively.
- (7)

- The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16(a)-3(j) under the Exchange Act. The Forms 4 for certain additional transactions and Reporting Persons are being filed separately and simultaneously with this Form 4 due to the limitation of 30 transactions and 10 Reporting Persons per filing.
- (8)

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.