

EASTMAN KODAK CO
Form SC 13D/A
May 03, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Eastman Kodak Company

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

277461 40 6

(CUSIP Number)

Emanuel J. Adler

Blank Rome LLP

405 Lexington Avenue

New York, New York 10174

(212) 885-5000

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

April 24, 2017

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

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NAMES OF REPORTING PERSONS.

1

Moses Marx

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON: 7
SOLE VOTING POWER: 5,988,656¹
SHARED VOTING POWER: 8

PERSON

WITH: 0
SOLE DISPOSITIVE POWER

9

5,988,656¹
10 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

5,988,656¹
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

14.01%²
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

¹ Includes 246,574 shares of Common Stock (as defined in Item 1) and shares underlying 171,440 Warrants (as defined in Item 1) held directly; 3,139,741 shares of Common Stock held by Momar Corporation; 1,519,646 shares of Common Stock and shares underlying 121,626 Warrants held by United Equities Commodities Company; 614,041 shares of Common Stock and shares underlying 5,588 Warrants held by Marneu Holding Company; and 170,000 shares of Common Stock held by 111 John Realty Corp.

² The percentage set forth in Row 13 of this Cover Page is based on the 42,451,096 shares of Common Stock of the Issuer (as defined in Item 1) outstanding as of March 29, 2017, as reported on Form DEF 14A (as defined in Item 5) and is calculated assuming that the Warrants held by the Reporting Person, if any, but no other Warrants, have been exercised.

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NAMES OF REPORTING PERSONS.

1

Momar Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)

5 OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

NUMBER OF SOLE VOTING POWER

SHARES

BENEFICIALLY

OWNED BY 7

EACH

REPORTING

PERSON

3,139,741

8 SHARED VOTING POWER

WITH:

0
SOLE DISPOSITIVE POWER

9

3,139,741
10 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,139,741
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.40%¹
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

¹ The percentage set forth in Row 13 of this Cover Page is based on the 42,451,096 shares of Common Stock (as defined in Item 1) of the Issuer (as defined in Item 1) outstanding as of March 29, 2017, as reported on Form DEF 14A (as defined in Item 5).

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NAMES OF REPORTING PERSONS.

1

Marneu Holding Company

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	SOLE VOTING POWER
7	619,629 ¹

WITH: SHARED VOTING POWER

8

0
SOLE DISPOSITIVE POWER

9

619,629¹

10 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

619,629¹

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.46%²

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

¹ Includes Shares underlying 5,588 Warrants.

² The percentage set forth in Row 13 of this Cover Page is based on the 42,451,096 shares of Common Stock (as defined in Item 1) of the Issuer (as defined in Item 1) outstanding as of March 29, 2017, as reported on Form DEF 14A (as defined in Item 5) and is calculated assuming that the Warrants (as defined in Item 1) held by the Reporting Person, if any, but no other Warrants, have been exercised.

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NAMES OF REPORTING PERSONS.

1
United Equities Commodities Company
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

2
(b)

SEC USE ONLY

3
SOURCE OF FUNDS (SEE INSTRUCTIONS)

4
OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

5
CITIZENSHIP OR PLACE OF ORGANIZATION

6
New York

SOLE VOTING POWER

7
NUMBER OF
SHARES
BENEFICIALLY OWNED BY
EACH
REPORTING
PERSON

8 SHARED VOTING POWER

1,641,272¹

WITH:

0
SOLE DISPOSITIVE POWER

9

1,641,272¹
SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,641,272¹
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

3.86%²
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

¹ Includes shares underlying 121,626 Warrants.

² The percentage set forth in Row 13 of this Cover Page is based on the 42,451,096 shares of Common Stock (as defined in Item 1) of the Issuer (as defined in Item 1) outstanding as of March 29, 2017, as reported on Form DEF 14A (as defined in Item 5) and is calculated assuming that the Warrants (as defined in Item 1) held by the Reporting Person, if any, but no other Warrants, have been exercised.

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NAMES OF REPORTING PERSONS.

1

111 John Realty Corp.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY
EACH 170,000

REPORTING
PERSON

SHARED VOTING POWER

WITH:

8

0

SOLE DISPOSITIVE POWER

9

170,000

10 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

170,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

.40%¹

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

¹ The percentage set forth in Row 13 of this Cover Page is based on the 42,451,096 shares of Common Stock (as defined in Item 1) of the Issuer (as defined in Item 1) outstanding as of March 29, 2017, as reported on Form DEF 14A (as defined in Item 5).

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NAMES OF REPORTING PERSONS.

1

K.F. Investors LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	SOLE VOTING POWER
7	606,417

WITH: SHARED VOTING POWER

8

0
SOLE DISPOSITIVE POWER

9

606,417

10 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

606,417

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.43%¹

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

¹ The percentage set forth in Row 13 of this Cover Page is based on the 42,451,096 shares of Common Stock (as defined in Item 1) of the Issuer (as defined in Item 1) outstanding as of March 29, 2017, as reported on Form DEF 14A (as defined in Item 5) and is calculated assuming that the Warrants (as defined in Item 1) held by the Reporting Person, if any, but no other Warrants, have been exercised.

Item 1. Security and Issuer.

This Amendment No. 1 amends the statement on Schedule 13D filed on September 13, 2013 (the “Statement”) relating to the common stock, \$0.01 par value per share (“Common Stock”), of Eastman Kodak Company, a New Jersey corporation (the “Issuer”), net-share settled warrants to purchase Common Stock at an exercise price of \$14.93 per share (the “125% Warrants”) and net-share settled warrants to purchase Common Stock at an exercise price of \$16.12 per share (the “135% Warrants” and, together with the 125% Warrants, the “Warrants”). The address of the Issuer’s principal executive offices is 343 State Street, Rochester, New York, NY 14650.

Item 2. Identity and Background.

(a) This Statement is being filed by Moses Marx, an individual, Momar Corporation, a New York corporation (“Momar”), Marneu Holding company, a New York general partnership (“Marneu”), United Equities Commodities Company, a New York general partnership (“UECC”), 111 John Realty Corp., a New York corporation (“111 John”) and K.F. Investors LLC, a New York limited liability company (“KF Investors”). The individual and entities hereinabove set forth (collectively, the “Reporting Persons”) are making this single, joint filing because they have agreed to act as a “group” within the meaning of Section 13(d)(3) of the Exchange Act. Information regarding Mr. Marx and Momar in response to Item 2 of Schedule 13D has been previously submitted in the prior filing of this Schedule 13D. Set forth below is such information regarding Marneu, UECC, 111 John and KF Investors. The business address for the persons named in Item 2(a) is 160 Broadway, New York, NY 10038.

(b)–(c)

Marneu is a New York general partnership. Pursuant to Instruction C to Schedule 13D, the general partners of Marneu are Moses Marx and United Equities Realty Associates, a New York general partnership, the general partners of which are Mr. Moses Marx, Dr. Joseph Fink and Mr. Philippe Katz. Mr. Marx holds a direct and indirect 75% general partnership interest in Marneu. Mr. Marx is principally employed as a private investor and his principal business address is 160 Broadway, New York, New York 10038.

UECC is a New York general partnership. Pursuant to Instruction C to Schedule 13D, the general partners of UECC are Mr. Marx, Dr. Fink and Mr. Katz. Mr. Marx holds a 99% general partnership interest in UECC.

111 John is a New York corporation. Pursuant to Instruction C to Schedule 13D, Mr. Marx, Dr. Fink and Mr. Katz comprise the Board of Directors and are President, Treasurer and Secretary, respectively of 111 John.

KF Investors is a New York limited liability company. Pursuant to Instruction C to Schedule 13D, the Manager of KF Investors is Mr. Katz. Mr. Marx has no ownership interest in nor any control of KF Investors.

(d) During the last five years, none of the persons named in Item 2(a) above was convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors.

(e) During the last five years, none of the persons named in Item 2(a) above was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of which was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

- (f) All individuals named herein are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

All securities described in this Schedule 13D were acquired by the respective Reporting Persons using their own funds.

Item 4. Purpose of Transaction.

Except as discussed in this Statement, none of the persons named in Item 2(a) above has any present plans or proposals which relate to or would result in any of the following:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;

(g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;

(h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

(i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or

(j) Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

(a)-(b) All percentages set forth in this Schedule 13D are based on the Issuer's 42,451,096 shares of Common Stock outstanding as of March 29, 2017, as reported on the Issuer's Form DEF 14A filed with the Securities and Exchange Commission on April 10, 2017 ("Form DEF 14A"), and are calculated assuming that the Warrants held by the Reporting Persons, but no other Warrants, have been exercised. The Information set forth in rows 7-13 of each Cover Page of this Schedule 13D is hereby incorporated by reference.

Each of the Reporting Persons expressly declares that this filing shall not be construed as an admission that such Reporting Person is, for the purposes of sections 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this filing other than those reported as owned by such Reporting Person directly.

None of the persons named in Item 2(a) above beneficially own any other shares of Common Stock or Warrants of the Issuer.

(c) On April 24, 2017, pursuant to a Purchase and Sale Agreement entered into on that date (the “Purchase and Sale Agreement”), Marneu purchased 606,000 shares of Common Stock, and KF Investors purchased 606,417 shares of Common Stock, from certain funds managed by BlueMountain Capital Management, LLC, at a purchase price of \$10.75 per share, in private transactions. Except for the shares of Common Stock acquired in the transactions described in this Statement, none of the persons named in Item 2(a) above has effected any transaction in shares of Common Stock during the 60 days preceding the date of this Statement.

(d) Each of the Reporting Persons affirms that no person other than the Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock owned by the Reporting Persons.

(e) It is inapplicable for the purposes hereof to state the date on which the Reporting Persons ceased to be the owners of more than five percent of the Common Stock.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to **Securities of the Issuer**.

Other than as indicated elsewhere in this Statement, none of the persons named in Item 2(a) above is a party to any contract, arrangement, understanding, or relationship described in Item 6 of Schedule 13D.

Item 7. Material to Be Filed as Exhibits:

Exhibit 1 Purchase and Sale Agreement.

Exhibit 2 Joint Filing Agreement.

Signatures

After reasonable inquiry and to the best of each undersigned's knowledge and belief, each undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: 5/2/17 /s/ Moses Marx
MOSES MARX

Date: 5/2/17 **MOMAR
CORPORATION**

By: /s/ Moses Marx
Name: Moses Marx
Title: President

Date: 5/2/17 **MARNEU HOLDING
COMPANY**

By: /s/ Philippe D. Katz
Name: Philippe D. Katz
Title: Partner

Date: 5/2/17 **UNITED EQUITIES
COMMODITIES
COMPANY**

By: /s/ Philippe D. Katz
Name: Philippe D. Katz
Title: Partner

Date: 5/2/17 **111 JOHN REALTY
CORP.**

By: /s/ Philippe D. Katz
Name: Philippe D. Katz
Title: Secretary

Date: 5/2/17 **K.F. INVESTORS LLC**

By: /s/ Philippe D. Katz
Name: Philippe D. Katz
Title: Manager