

EASTMAN KODAK CO  
Form 8-K  
September 16, 2009

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**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  
September 16, 2009  
Date of Report (date of earliest event reported)  
Eastman Kodak Company  
(Exact name of Registrant as specified in its charter)**

**New Jersey**

**1-87**

**16-0417150**

**(State or other jurisdiction of  
incorporation or organization)**

**(Commission File Number)**

**(I.R.S. Employer  
Identification Number)**

**343 State Street  
Rochester, New York 14650  
(Address of principal executive office) (Zip Code)  
(585) 724-4000**

**(Registrant's telephone number, including area code)**

**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:**

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**
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**Item 8.01 Other Events**

On September 16, 2009 Eastman Kodak Company issued a press release announcing its intention to offer \$300 million aggregate principal amount of convertible senior notes due 2017. A copy of this press release is filed herewith as Exhibit 99.1 and incorporated herein by reference.

Eastman Kodak Company has updated its disclosure regarding its risk factors. The revised disclosure is filed herewith as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release, dated September 16, 2009 Announcing the Proposed Offering of Convertible Senior Notes

99.2 Risk Factors

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**SIGNATURES**

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

September 16, 2009

By: /s/ William G. Love  
William G. Love  
Treasurer

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<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release, dated September 16, 2009 Announcing the Proposed Offering of Convertible Senior Notes
99.2	Risk Factors