

Engelberg Jeffrey D.  
Form 4  
January 10, 2019

**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 \*  
Engelberg Jeffrey D.

(Last) (First) (Middle)

C/O EASTMAN KODAK  
COMPANY, 343 STATE STREET

(Street)

ROCHESTER, NY 14650

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/08/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Ownership (Instr. 4) |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|-----------------------------------|-------|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) |   |  |                                   | Price |
| Common Stock, par value \$.01   | 01/08/2019                           |  | M                              |   | 48,388  | A          | \$ 0<br>(1)   | 63,388   | D                                 |       |
| Common Stock, par value \$.01   |                                      |  |                                |   |   |            | 960,000   | I  | See footnote (2)                  |       |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    | 01/08/2019                           |  | M                              | 48,388  | 01/08/2019 01/08/2019                                    | Common Stock, par value \$.01                               |
| Restricted Stock Units                     | \$ 0 <sup>(3)</sup>                                    | 01/08/2019                           |  | A                              | 52,817  | <sup>(3)</sup> <sup>(3)</sup>                            | Common Stock, par value \$.01                               |
| Series A Convertible Preferred Stock       | \$ 17.4  |                                      |  |                                |   | <sup>(4)</sup> <sup>(4)</sup>                            | Common Stock, par value \$.01                               |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Engelberg Jeffrey D.<br>C/O EASTMAN KODAK COMPANY<br>343 STATE STREET<br>ROCHESTER, NY 14650 | X             |           |         |       |

## Signatures

/s/ Sharon E. Underberg, Attorney-in-fact for Jeffrey D. Engelberg 01/10/2019

\_\_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) These restricted stock units convert into common stock on a one-for-one basis.

(2) These securities are owned directly by C2W Partners Master Fund Limited. Mr. Engelberg is the managing member of Additive Advisory and Capital, LLC, which receives management fees from C2W Partners Master Fund Limited. Mr. Engelberg disclaims beneficial ownership of the securities held by C2W Partners Master Fund Limited and states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

(3)

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These restricted stock units, which convert into common stock on a one-for-one basis, were granted under the Company's 2013 Omnibus Incentive Plan, as amended, in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vest on 1/8/2020, subject to continuous service as a member of the board of directors.

(4) The convertible preferred stock is convertible at any time, at the holder's election, and has no expiration date.

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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