

EASTMAN CHEMICAL CO

Form 8-K

January 31, 2005

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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**

Date of Report (Date of earliest event reported): January 28, 2005 (January 27, 2005)

**EASTMAN CHEMICAL COMPANY**

(Exact name of registrant as specified in its charter)

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| <b>Delaware</b><br>(State or other jurisdiction of<br>incorporation) | <b>1-12626</b><br>(Commission File Number) | <b>62-1539359</b><br>(IRS Employer Identification No.) |
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|   |                            |
|---|----------------------------|
| <b>100 N. Eastman Road, Kingsport, TN</b><br>(Address of principal executive offices) | <b>37660</b><br>(Zip Code) |
|---|----------------------------|

Registrant's telephone number, including area code: **(423) 229-2000**

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(Former name or former address, if changed since last report)

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 Exchange 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))
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Item 7.01 Regulation FD Disclosure

Item 9.01 Financial Statements and Exhibits

EXHIBIT INDEX

Public Release, dated January 27, 2005

Stock Purchase Agreement, dated January 27, 2005

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**Item 7.01 Regulation FD Disclosure.**

On January 27, 2005, Eastman Chemical Company announced it had entered into an agreement with Danisco A/S, under which Danisco will acquire all of Eastman's common and preferred shares in Genencor International, Inc, as more fully set forth in the public release filed herewith as Exhibit 99.1. A copy of the Stock Purchase Agreement is filed herewith as Exhibit 99.2.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Financial Statements of Business Acquired.

Not applicable.

- (b) Pro Forma Financial Information.

Not applicable.

- (c) Exhibits.

The following exhibits are filed with this report:

| Exhibit No. | Exhibit Description   |
|-------------|---|
| 99.1        | Public Release, dated January 27, 2005, announcing agreement to sell Eastman Chemical Company's shares of Genencor International, Inc. common and preferred stock to Danisco A/S. |
| 99.2        | Stock Purchase Agreement, dated as of January 27, 2005, by and among Danisco A/S, DH Subsidiary Inc., Eastman Chemical Company, and Eastman Chemical Company Investments, Inc.    |

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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 thereunto duly authorized.

**EASTMAN CHEMICAL COMPANY**

**By:           /S/ RICHARD A. LORRAINE**

Date: January 28, 2005

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