

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): May 22, 2014

**Eastman Kodak Company**

(Exact name of registrant as specified in its charter)

**New Jersey**

(State or other Jurisdiction of Incorporation)

**1-87**

(Commission File Number)

**16-0417150**

(IRS Employer Identification No.)

**343 State Street, Rochester, New York**

(Address of Principal Executive Offices)

**14650**

(Zip Code)

Registrant's telephone number, including area code: **(585) 724-4000**

**Not Applicable**

(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))

**Item 5.02            Departure of Directors or Certain Officers; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 16, 2014, the Board of Directors of Eastman Kodak Company (the “Company”) elected John N. McMullen as Chief Financial Officer and Executive Vice President of the Company. Mr. McMullen will report to Chief Executive Officer Jeff Clarke and succeeds Rebecca A. Roof who has served as the Company’s interim Chief Financial Officer since September 2012.

In connection with Mr. McMullen’s election, the Company entered into an employment agreement with Mr. McMullen (the “Employment Agreement”), with an effective date of employment of June 15, 2014. Under the Employment Agreement, Mr. McMullen will receive: (1) an annual base salary in the amount of \$600,000; (2) a target annual incentive award under the terms of the Company’s Executive Compensation for Excellence and Leadership Plan (the “EXCEL Plan”) in the amount of 75% of his annual base salary, paid only in accordance with the terms of the EXCEL Plan; (3) a grant of \$1,000,000 in restricted stock units on the effective date of his employment, vesting in equal amounts on the first, second and third anniversaries of the grant date (June 15, 2014); (4) a target annual equity incentive award in the amount of \$1,000,000 under the terms of the Company’s Omnibus Long-Term Incentive Compensation Plan (“Omnibus Plan”), provided only in accordance with the terms of the Omnibus Plan; and (5) termination benefits in the amount of his annual base salary, in the event of termination of employment under certain conditions as set forth in his Employment Agreement. The Employment Agreement also contains terms and provisions related to competition, non-solicitation of employees and confidential information, customary to similar agreements. The above summary of the Employment Agreement is qualified in its entirety by reference to the full text of the Employment Agreement, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2014.

Prior to joining the Company, Mr. McMullen, age 55, was Senior Vice President of Finance at Hewlett Packard Company, where he was responsible for the company’s global treasury functions, from 2007 to 2013. From 2002 to 2007, Mr. McMullen served as Vice President of Finance and Chief Financial Officer of Hewlett Packard’s Imaging and Printing Group. Prior to joining Hewlett Packard, Mr. McMullen was with Compaq Computer Corporation, where he served as Vice President of Finance and Strategy from 2001 to 2002 and where he held various positions in the company’s Finance and Investor Relations departments from 1998 to 2001. Prior to Compaq Computer Corporation, Mr. McMullen served as the Controller for the Worldwide Products Division at Digital Equipment Corporation, from 1996 to 1998. Mr. McMullen held various positions in the Finance and Audit departments at Digital Equipment Corporation from 1981 to 1996. Mr. McMullen has served on the Board of Vocera Communications since 2011, where he is the Chairman of the Audit Committee. He holds a B.A. in Finance with a concentration in Accounting from the University of Massachusetts.

A copy of the press release announcing the election of Mr. McMullen is attached to this Current Report on Form 8-K as Exhibit 99.1.

**Item 9.01            Financial Statements and Exhibits**

(d) Exhibit

99.1 Press release issued by Eastman Kodak Company dated May 22, 2014.

## SIGNATURES

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 hereunto duly authorized.

**EASTMAN KODAK COMPANY**

By: /s/ Patrick M. Sheller

Patrick M. Sheller  
Senior Vice President  
General Counsel, Secretary & Chief  
Administrative Officer

Date: May 22, 2014

## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release issued by Eastman Kodak Company dated May 22, 2014.



## **Exhibit (99.1)**

### **Media Contact:**

Christopher Veronda +1 585-724-2622, [christopher.veronda@kodak.com](mailto:christopher.veronda@kodak.com)

### **Investor Contact:**

David Bullwinkle +1 585-724-4053, [shareholderservices@kodak.com](mailto:shareholderservices@kodak.com)

## **John N. McMullen Named Kodak Chief Financial Officer**

ROCHESTER, N.Y., May 22 – John N. McMullen has been named Executive Vice President and Chief Financial Officer of Kodak (NYSE: KODK), effective June 15, 2014. The Board of Directors has elected McMullen a corporate officer of Kodak, and he will become a member of the company’s Executive Council. McMullen will report to Kodak Chief Executive Officer Jeff Clarke.

McMullen, 55, will be responsible for Kodak’s financial strategy and all functions within Kodak’s Finance organization.

“John is an accomplished executive, recognized for his substantial financial and strategic expertise and deep knowledge of the commercial imaging and printing industries,” said Jeff Clarke. “He joins Kodak at an exciting time when we are cultivating many growth opportunities from across our worldwide product portfolio, while leveraging our strengths, such as our balance sheet, technology and brand. Having worked for many years with John in dynamic and complex situations, I know how effective he is at cutting through challenges and achieving excellent outcomes -- and doing so at high speed.”

McMullen held a series of senior financial roles during a 32-year career with HP and its predecessor companies, Compaq Computer and Digital Equipment Corporation. His positions included Senior Vice President of Finance and Corporate Treasurer of HP, Chief Financial Officer of HP’s Imaging and Printing Group, Vice President of Finance and Strategy for Compaq’s Worldwide Sales and Services Group, Compaq’s Director of Investor Relations, and Controller of DEC’s Worldwide Products Division.

Since 2011, McMullen also has been a member of the Board of Directors and Audit Committee Chair of Vocera Communications, where he has played an active role in helping the company to transition and scale its finance team and control environment, especially from the time Vocera went public in March of 2012.

McMullen earned a B.A. in Finance with a concentration in Accounting from University of Massachusetts in 1981.

He succeeds Rebecca A. Roof who has, since September 2012, served as Kodak’s interim Chief Financial Officer while remaining a Managing Director of AlixPartners LLP, which advised the company during its complex and successful Chapter 11 reorganization.

## About Kodak

Kodak is a technology company focused on imaging for business. We provide innovative hardware, software, consumables and services to customers in graphic communications, packaging and functional printing. We also serve entertainment and commercial films markets. With our world-class R&D organization and extensive product portfolio, Kodak is helping customers around the globe to grow their own businesses in a sustainable way. For additional information on Kodak, visit us at [kodak.com](http://kodak.com), follow us on Twitter [@Kodak](https://twitter.com/Kodak), or like us on Facebook at [KodakNow](https://www.facebook.com/KodakNow).

## CAUTIONARY STATEMENT PURSUANT TO SAFE HARBOR PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This document, which includes any exhibits or appendices attached hereto, includes “forward-looking statements” as that term is defined under the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements concerning the Company's plans, objectives, goals, strategies, future events, future revenue or performance, capital expenditures, liquidity, investments, financing needs, business trends, and other information that is not historical information. When used in this document, the words “estimates,” “expects,” “anticipates,” “projects,” “plans,” “intends,” “believes,” “predicts,” “forecasts,” or future or conditional verbs, such as “will,” “should,” “could,” or “may,” and variations of such words or similar expressions, are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, management's examination of historical operating trends and data are based upon the Company's expectations and various assumptions. Future events or results may differ from those anticipated or expressed in these forward-looking statements. Important factors that could cause actual events or results to differ materially from these forward-looking statements include, among others, the risks and uncertainties described in more detail in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, under the headings “Business,” “Risk Factors,” and/or “Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources,” and those described in filings made by the Company with the U.S. Bankruptcy Court for the Southern District of New York and in other filings the Company makes with the SEC from time to time, as well as the following: the Company's ability to improve and sustain its operating structure, financial results and profitability; the ability of the Company to achieve cash forecasts, financial projections, and projected growth; our ability to achieve the financial and operational results contained in our business plans; the ability of the Company to discontinue or sell certain non-core businesses or operations; the Company's ability to comply with the covenants in its credit facilities; our ability to obtain additional financing if and as needed; any potential adverse effects of the Chapter 11 proceedings on the Company's brand or business prospects; the Company's ability to fund continued investments, capital needs, restructuring payments and service its debt; changes in foreign currency exchange rates; the resolution of claims against the Company; our ability to attract and retain key executives, managers and employees; our ability to maintain product reliability and quality and growth in relevant markets; our ability to effectively anticipate technology trends and develop and market new products, solutions and technologies; and the impact of the global economic environment on the Company. There may be other factors that may cause the Company's actual results to differ materially from the forward-looking statements. All forward-looking statements attributable to the Company or persons acting on its behalf apply only as of the date of this document and are expressly qualified in their entirety by the cautionary statements included in this document. The Company undertakes no obligation to update or revise forward-looking statements to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events.

2014

