
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 17, 2009
Date of Report (date of earliest event reported)

Eastman Kodak Company

(Exact name of Registrant as specified in its charter)

New Jersey

(State or other jurisdiction of
incorporation or organization)

1-87

(Commission File Number)

16-0417150

(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:

- 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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TABLE OF CONTENTS

[Item 8.01 Other Events](#)

[Item 9.01. Financial Statements and Exhibits](#)

[SIGNATURES](#)

[Index to Exhibits](#)

[EX-99.1](#)

[Table of Contents](#)

Item 8.01 Other Events

Pricing of Convertible Note Offering

On September 17, 2009 Eastman Kodak Company issued a press release announcing the pricing of its offering of \$400 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.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release, dated September 17, 2009 Announcing the Pricing of Convertible Senior Notes

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 18, 2009

By: /s/ William G. Love

William G. Love

Treasurer

Index to Exhibits

**Exhibit
Number**

Description

99.1

Press Release, dated September 17, 2009 Announcing the Pricing of Convertible Senior Notes

Financial Media Contacts:

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Investor Relations Contacts:

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Kodak Prices Private Placement of \$400 Million 7.00% Convertible Senior Notes Due 2017

ROCHESTER, N.Y., Sept. 17 — Eastman Kodak Company (NYSE: EK) today announced the pricing of its private placement of \$400 million aggregate principal amount of convertible senior notes due 2017 to qualified institutional buyers pursuant to Rule 144A under the Securities Act, as amended. The notes will be unsecured obligations of Kodak and will bear interest of 7.00% per year. The sale of the notes to the initial purchasers is expected to settle on September 23, 2009, subject to customary closing conditions.

The notes will be convertible at any time prior to the business day immediately preceding maturity. Upon conversion, Kodak will deliver, at its option, solely shares of its common stock or solely cash. The initial conversion rate is 134.9528 shares of common stock per \$1,000 principal amount of notes (which is equivalent to an initial conversion price of approximately \$7.41 per share). Kodak will have the right to redeem the notes in whole or in part at a specified redemption price at any time on or after October 1, 2014 and before October 1, 2016 if certain conditions are met, and on and after October 1, 2016 regardless of such conditions. Kodak may be required to repurchase some or all of the notes by the holders thereof in the event of certain fundamental changes at 100% principal amount, plus accrued and unpaid interest up to, but excluding, the purchase date.

Kodak intends to use the net proceeds from the offering to repurchase its 3.375% Convertible Notes due 2033 (the "2033 Notes") through a tender offer and for general corporate purposes, including the redemption of 2033 Notes, which holders can require Kodak to purchase on October 15, 2010, and are also redeemable by Kodak on or after October 15, 2010.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these securities and shall not constitute an offer, solicitation, or sale in any jurisdiction in which such offer, solicitation, or sale is unlawful. The notes and the shares of common stock issuable upon conversion of the notes will not be registered under the Securities Act or any state securities laws, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state laws.

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