

As filed with the Securities and Exchange Commission on January 28, 2002

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE TO
Tender Offer Statement under Section 14(d)(1) or 13(e)
Of the Securities Exchange Act of 1934
(AMENDMENT NO. 2)**

EASTMAN KODAK COMPANY
(Name of Subject Company — Issuer)

EASTMAN KODAK COMPANY
(Name of Filing Person — Offeror)

**OPTIONS TO PURCHASE COMMON STOCK, PAR VALUE \$2.50 PER SHARE,
ISSUED UNDER THE EASTMAN KODAK COMPANY 1990 OMNIBUS LONG-TERM COMPENSATION
PLAN, THE EASTMAN KODAK COMPANY 1995 OMNIBUS LONG-TERM COMPENSATION PLAN, THE
KODAK STOCK OPTION PLAN, THE WAGE DIVIDEND PLAN AND THE 2000 OMNIBUS LONG-TERM
COMPENSATION PLAN**
(Title of Class of Securities)

**JOYCE P. HAAG
SECRETARY
LAURENCE L. HICKEY
ASSISTANT
SECRETARY
EASTMAN KODAK COMPANY
ROCHESTER, NEW YORK 14650 - 0218
TELEPHONE: 585-724-4368
FACSIMILE: 585-724-9549**

(Name, address and telephone number of person authorized to receive
notices and communications on behalf of Filing Person)

**COPIES TO:
Deborah McLean Quinn
Nixon Clinton Square, Suite 1300
Rochester, New York 14604
585-263-1307
Facsimile: 585-263-1600**

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CHECK THE APPROPRIATE BOXES BELOW TO DESIGNATE ANY TRANSACTIONS TO WHICH THE
STATEMENT RELATES:

- / / Third-party tender offer subject to Rule 14d-1.
 / / Issuer tender offer subject to Rule 13e-4.
 / / Going-private transaction subject to Rule 13e-3.
 / / Amendment to Schedule 13D under Rule 13d-2.

CHECK THE FOLLOWING BOX IF THE FILING IS A FINAL AMENDMENT REPORTING THE RESULTS
OF THE TENDER OFFER: / /

This Amendment No. 2 amends and supplements the Tender Offer Statement of Eastman Kodak Company (“Kodak”) on Schedule TO, filed with the Securities and Exchange Commission on January 18, 2002 (the “Tender Offer Statement”), relating to the offer by Kodak to exchange outstanding employee stock options to purchase common stock, par value \$2.50 per share, issued under the Eastman Kodak Company 1990 Omnibus Long-Term Compensation Plan, the Eastman Kodak Company 1995 Omnibus Long-Term Compensation Plan, the Kodak Stock Option Plan, the Wage Dividend Plan and the 2000 Omnibus Long-Term Compensation Plan, upon the terms and subject to the conditions set forth in the Offer to Exchange, dated January 28, 2002 and the Election

Package (including the Election Form) filed therewith. An additional exhibit, the text of the Kodak Stock Option Exchange Web Site, is attached hereto as Exhibits 99.12.

Item 12. Exhibits.

Item 12 of the Tender Offer Statement is hereby amended to add a reference to Exhibit 99.12 which is filed herewith.

Exhibit 99.12 (a)(1) Text of Stock Option Exchange Web Site

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information in this Amendment No. 2 to Schedule TO is true, complete and correct.

Dated: January 28, 2002

EASTMAN KODAK COMPANY

By: /s/ Joyce P. Haag

Joyce P. Haag
Secretary



Stock Option Exchange Program

Please select your language preference for using this site.

English

Português brasileiro

中文简体

中文繁體

日本語

Français

Français québécois

Italiano

Deutsch

Español

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Stock Option Exchange Program

LOG IN

Enter your 8-digit Global ID and 5-digit PIN to make your election and to obtain your Exchange Calculator, your Election Form and the Country Supplements. Click the "Log In" button.

Please note that due to country law, individuals in the following countries are not allowed to elect or change their election online, only view their personal documents:

- Belgium
- Brazil
- Dubai/ United Arab Emirates
- Egypt
- France
- Hungary
- India
- Indonesia
- Italy
- Japan
- Kenya
- Lebanon
- Netherlands
- Panama
- Poland
- Ukraine
- Uruguay
- Vietnam

Global ID:

PIN:

Log In

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Tender Offer Statement (English Only)



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My Election

Global ID: 00000000
Name: Test Person

The Tender Offer Statement, the country-specific insert, the Election Summary Guide, and the Election Form, which you may obtain from this web site, contain complete information regarding the Stock Option Exchange Program. You should read and carefully consider this information before making your election.

Your election to participate must be received by 11:59 p.m. Eastern Time (U.S.) Friday, February 22, 2002. Your election will not be accepted if received after February 22, 2002.

Elect I elect to participate in and agree to all of the terms of the Stock Option Exchange Program (SOEP) as described in the Stock Option Exchange Tender Offer Statement. I understand and acknowledge that if the Company accepts my election, I am irrevocably canceling all of my Current Options as of the end of the election period (February 22, 2002, unless the election period is extended by the Company). I further understand and acknowledge that if for any reason I am not employed by the Company or its subsidiaries on the date of the new grant, I will not receive the New Options and my Current Options will remain cancelled.

Exit

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Exchange Calculator

Welcome to the Exchange Calculator that lets you compare the estimated value of your current options with the estimated value of the new options. The Exchange Calculator uses the same data provided on your Personal Statement.

Please note that the Exchange Calculator is presented in English and displays monetary amounts in U.S. dollars. To find out how to use the Calculator, please click on the "Exchange Calculator Instructions" below. To begin using the Calculator, click on the "My Exchange Calculator" button.

Exchange Calculator Instructions

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Stock Option Exchange Program

Please select the Country Supplement you wish to view.

- | | | |
|---|-----------------------------|--------------------------------------|
| Argentina | India | Portugal |
| Australia | Indonesia | Puerto Rico |
| Austria | Ireland | Russia |
| Belgium | Israel | Singapore |
| Brazil | Italy | Slovakia |
| Canada | Japan | South Africa |
| Canada-Quebec | Kenya | Spain |
| Chile | Korea | Sri Lanka |
| China | Lebanon | Sweden |
| Colombia | Malaysia | Switzerland - French |
| Denmark | Mexico | Switzerland - German |
| Dominican Republic | Nepal | Taiwan |
| Dubai/ United Arab Emirates | Netherlands | Thailand |
| Egypt | New Zealand | Turkey |
| Finland | Norway | Ukraine |
| France | Pakistan | United Kingdom |
| Germany | Panama | United States |
| Greece | Peru | Uruguay |
| Hong Kong | Philippines | Venezuela |
| Hungary | Poland | Vietnam |

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Stock Option Exchange Program

Election Package

You can elect to participate in the Stock Option Exchange Program online by following the easy steps located on the "My Election" page of this web site. To access, click the "Elect" button below.

Elect

If you cannot use the web site to make your election, you can use the Election Form provided in your Election Package. Or, click on the "Election Form" button below and print out the form for faxing or mailing back. See page 11 of your Election Summary Guide for instructions. Additional information and instructions regarding your election are also available by clicking the "Election Information & Instructions" button below.

Remember, your Election Form must be received by no later than 11:59 p.m., Eastern Time (U.S.) on February 22, 2002 in order to be eligible.

Election Information & Instructions (English Only)

Election Form

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Change Package

If you have elected to participate in the Stock Option Exchange Program and want to revoke your decision, you can click on the "Change Form" button below and print out the form for faxing or mailing back. See page 11 of your Election Summary Guide for instructions. Additional information and instructions regarding changing your election are also available by clicking the "Change Information & Instructions" button below.

Remember, your Change Form must be received by no later than 11:59 p.m., Eastern Time (U.S.) on February 22, 2002 in order to be eligible.

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Verification

Global ID: 00000000
Name: Test Person

You elected to participate in the Stock Option Exchange Program.

If this is correct press

If this is NOT correct press

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Election Confirmation

Global ID: 00000000
Name: Test Person
Election Date: January 24, 2002

You elected to participate in the Stock Option Exchange Program.

Print this page for your records using the print button on your web browser or

1. Choose File from the browser toolbar.
2. Choose Print.
3. Choose OK.

If you wish to change your election to participate in the Stock Option Exchange Program, you must do so by 11:59 p.m. Eastern Time (U.S.) Friday, February 22, 2002. If you revoke your election, you will not be eligible to participate in the Stock Option Exchange Program.

[Exit](#)

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Welcome Back

Global ID: 00000000
Name: Test Person
Election Date: January 24, 2002

You have already elected to participate in the Stock Option Exchange Program.

If you want to change your election click below.

[Change My Election](#)

[Exit](#)

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Stock Option Exchange Program

Change Package

If you'd like to revoke your election to participate in the Stock Option Exchange Program, you can do so online by following the easy steps located on the "Change My Election" page on this web site. To access, click the "Revoke" button below.

[Revoke](#)

If you have elected to participate in the Stock Option Exchange Program and want to revoke your decision, you can click on the "Change Form" button below and print out the form for faxing or mailing back. See page 11 of your Election Summary Guide for instructions. Additional information and instructions regarding changing your election are also available by clicking the "Change Information & Instructions" button below.

Remember, your Change Form must be received by no later than 11:59 p.m., Eastern Time (U.S.) on February 22, 2002 in order to be eligible.

[Change Information & Instructions \(English Only\)](#)

[Change Form](#)

[Exit](#)

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Stock Option Exchange Program

Change My Election

Global ID: 00000000
Name: Test Person
Election Date: January 23, 2002

The Tender Offer Statement, the country-specific insert, the Election Summary Guide, and the Election Form, which you may obtain from this web site, contain complete information regarding the Stock Option Exchange Program. You should read and carefully consider this information before changing your election.

If you wish to change your election to participate in the Stock Option Exchange Program, you must do so by 11:59 p.m. Eastern Time (U.S.) Friday, February 22, 2002.

IF YOU CHANGE YOUR ELECTION, YOU ARE REVOKING YOUR ELECTION TO PARTICIPATE IN THE STOCK OPTION EXCHANGE PROGRAM AND WILL NOT AGAIN BE ELIGIBLE TO PARTICIPATE IN THE PROGRAM.

[Revoke](#)

I have submitted an election to exchange all of my Current Options for New Options. I now wish to change that election and withdraw my election to participate in the Stock Option Exchange Program (SOEP) as described in the Stock Option Exchange Tender Offer Statement. By changing my election I will not receive any New Options and I will keep my Current Options. These Current Options will continue to be governed by the Option Plan under which they were granted and by the existing option agreements between Kodak and me. I understand that I can only change my election to participate in the Offer one time. **THUS, IF I CHANGE MY ELECTION WITH RESPECT TO THE TENDER OF MY CURRENT OPTIONS, I MAY NOT AGAIN PARTICIPATE IN THE OFFER AND TENDER MY CURRENT OPTIONS.**

[Exit](#)

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Stock Option Exchange Program

Remember, if you revoke your election, you will keep your current stock options. You will not be allowed to elect back into the Stock Option Exchange Program.

Verification

Global ID: 00000000
Name: Test Person

You chose to revoke your election to participate in the Stock Option Exchange Program.

If this is correct press

If this is NOT correct press

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Stock Option Exchange Program

Revocation Confirmation

Global ID: 00000000
Name: Test Person
Revocation Date: January 24, 2002

You chose to revoke your election to participate in the Stock Option Exchange Program. You will keep your current stock options. You are not allowed to elect back into the Stock Option Exchange Program.

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Stock Option Exchange Program

Global ID: 00000000
Name: Test Person
Revocation Date: January 24, 2002

You chose to revoke your election to participate in the Stock Option Exchange Program. You will keep your current stock options. You are not allowed to elect back into the Stock Option Exchange Program.

Exit

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Stock Option Exchange Program

Online Election Not Available

Global ID: 00000000
Name: Test Person

Your country does not allow online elections.

Please mail or fax your one-page Election Form included in your Election Package. Refer to the instructions on page 11 of your Election Summary Guide.

Exit

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