

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): December 8, 2004

Eastman Kodak Company
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| New Jersey | 1-87 | 16-0417150 |
| ----- | | |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

343 State Street,
Rochester, New York 14650
(Address of Principal Executive Office) (Zip Code)

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

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 Securities 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 2.05 Costs Associated with Exit or Disposal Activities

On December 8, 2004, Eastman Kodak Company determined that it will cancel its program to market an automatic film processing station it was developing based on technologies acquired from Austin, Texas-based Applied Science Fiction in May 2003. The action is expected to be completed by March 31, 2005.

In conjunction with the program cancellation, the Company will pay approximately \$3 million in severance costs to employees and will incur other exit costs amounting to approximately \$8 million. In addition, the Company will record asset impairment charges of approximately \$3 million for capital assets, approximately \$11 million for intangible assets, and approximately \$16 million for goodwill. In addition, the Company will record a charge in cost of goods sold for the write-off of inventory amounting to approximately \$4 million. The total charges related to the program cancellation amount to \$45 million. The severance and other exit costs require the outlay of cash, while the charges related to inventory, capital assets, intangible assets, and goodwill represent non-cash charges.

A copy of the December 13, 2004 press release related to this action is attached as Exhibit (99.1).

ITEM 9.01 Financial Statements and Exhibits

(c) Exhibit

(99.1) Eastman Kodak Company press release dated December 13, 2004 regarding this action.

SIGNATURE

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/ Richard G. Brown, Jr.

Richard G. Brown, Jr.
Controller

Date: December 13, 2004

EASTMAN KODAK COMPANY
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Exhibit No.

(99.1) Eastman Kodak Company press release dated December 13, 2004.

EASTMAN KODAK COMPANY

Kodak Will Not Commercialize Film Processing Station

Changing Market Conditions, Plus Growth of Digital Printing Strategy Cited

Rochester, N.Y., Dec. 13 - Eastman Kodak Company today said it would cancel its program to market an automatic film processing station, a self-service device it was developing based on technologies acquired from Austin, Texas-based Applied Science Fiction in May 2003.

"The technology performed satisfactorily, but the market opportunity we foresaw at the time of acquisition has diminished due to the continuing decline in film processing as well as the rapid growth of our digital printing strategy," said Patrick D. King, general manager of Kodak's Consumer Output business within its Digital & Film Imaging Systems group and a Kodak vice president. "Introducing additional film processing capacity into this market does not represent the best use of resources for Kodak or its retailers."

As the company said in October, the rapid growth of digital cameras will result in a projected decline of up to 30% in the consumer film market in the U.S. and 20% worldwide in 2005. Consultations with prospective customers to determine the market and profit potential for its new technology led Kodak to conclude the opportunity was greatly diminished.

"This decision is consistent with our focus to invest in digital imaging solutions in consumer digital printing and to invest in opportunities that present attractive returns," said King. Kodak will continue to support and market the Digital ICE photo enhancement software suite also acquired from Applied Science Fiction.

Kodak will take a charge of \$45 million for costs associated with the cancellation of the program.

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About Eastman Kodak Company and infoimaging

Kodak is the leader in helping people take, share, print and view images - for memories, for information, for entertainment. The company is a major participant in infoimaging, a \$385 billion industry composed of devices (digital cameras and flat-panel displays), infrastructure (online networks and delivery systems for images) and services & media (software, film and paper enabling people to access, analyze and print images). With sales of \$12.9 billion in 2003, the company comprises several businesses: Health, supplying the healthcare industry with traditional and digital image capture and output products and services; Graphic Communications Group, offering on-demand color printing and networking publishing systems consisting of three wholly owned subsidiaries: Encad, Inc., NexPress Solutions, and Kodak Versamark; Commercial Imaging, offering image capture, output and storage products and services to businesses and government; Display & Components, which designs and manufactures state-of-the-art organic light-emitting diode displays as well as other specialty materials, and delivers imaging sensors to original equipment manufacturers; and Digital & Film Imaging Systems, providing consumers, professionals and cinematographers with digital and traditional products and services.