

**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**

February 24, 2010
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))

Item 8.01. Other Events.

On February 24, 2010, Eastman Kodak Company (the "Company") issued a press release announcing the pricing of its offering of \$500 million aggregate principal amount of 9.75% senior secured notes due 2018. A copy of this press release is filed herewith as Exhibit 99.1 and incorporated herein by reference.

Separately, on February 24, 2010, the Company issued a press release announcing an increase in the maximum tender amount sought and an extension of the expiration date for its all cash tender offer for its 7.25% Senior Notes due 2013. A copy of this press release is filed herewith as Exhibit 99.2 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

99.1 Press Release, dated February 24, 2010, Announcing the Pricing of Senior Secured Notes

99.2 Press Release, dated February 24, 2010, Announcing the Increased Maximum Tender Amount and the Extension of Expiration Date for its all Cash Tender Offer for its 7.25% Senior Notes Due 2013

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.

February 24, 2010

By: /s/ William G. Love

William G. Love

Treasurer

Index to Exhibits

Exhibit Number	Description
99.1	Press Release, dated February 24, 2010, Announcing the Pricing of Senior Secured Notes
99.2	Press Release, dated February 24, 2010, Announcing the Increased Maximum Tender Amount and the Extension of Expiration Date for its all Cash Tender Offer for its 7.25% Senior Notes Due 2013

Kodak Prices Private Placement of \$500 Million Senior Secured Notes

ROCHESTER, N.Y., Feb. 24 — Eastman Kodak Company (NYSE: EK) today announced the pricing of a private placement of \$500 million aggregate principal amount of 9.75% senior secured notes due 2018. The notes were offered to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) and outside the United States to persons other than U.S. persons in reliance upon Regulation S under the Securities Act.

Kodak’s obligations under the notes will be fully and unconditionally guaranteed on a senior secured basis by each of Kodak’s existing and future direct or indirect wholly-owned domestic subsidiaries, subject to certain exceptions, and will be secured by a second-priority lien on substantially all domestic assets of the issuer and guarantors, subject to certain exceptions.

Kodak intends to use the net proceeds from the offering to repurchase all \$300 million aggregate principal amount of its 10.50% Senior Notes due 2017 and to repurchase \$200 million aggregate principal amount of its 7.25% Senior Notes due 2013 through a tender offer.

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 securities will not be registered under the Securities Act of 1933, as amended, 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.

Contact:

Kodak

Financial Media:

David Lanzillo, +1 585-781-5481

david.lanzillo@kodak.com

or

Christopher Veronda, +1 585-724-2622

christopher.veronda@kodak.com

or

Investor Relations:

Ann McCorvey, +1 585-724-5096

antoinette.mccorvey@kodak.com

or

Angela Nash, +1 585-724-0982

angela.nash@kodak.com

Financial Media Contacts:

David Lanzillo, Kodak, +1 585-781-5481, david.lanzillo@kodak.com

Christopher Veronda, Kodak, +1 585-724-2622, christopher.veronda@kodak.com

Investor Relations Contacts:

Ann McCorvey, Kodak, +1 585-724-5096, antoinette.mccorvey@kodak.com

Angela Nash, Kodak, +1 585-724-0982, angela.nash@kodak.com

Kodak Announces Increased Maximum Tender Amount and Extension of the Expiration Date for its All Cash Tender Offer for 7.25% Senior Notes due 2013

ROCHESTER, N.Y., Feb. 24— Eastman Kodak Company (NYSE: EK) announced today that it is increasing the previously announced maximum tender amount from \$100,000,000 to \$200,000,000 in aggregate principal amount (the “Maximum Tender Amount”) in its tender offer to purchase up to the Maximum Tender Amount of its outstanding 7.25% Senior Notes due 2013 (“2013 Notes”). Kodak also announced the extension of the expiration date of the tender offer from 9:00 a.m., New York City time on Thursday, March 4, 2010 until 11:59 p.m., New York City time, on Tuesday, March 9, 2010 (as may be extended, the “Expiration Date”). The tender offer is being made pursuant to an Offer to Purchase dated February 3, 2010 and related Letter of Transmittal (together, the “Tender Offer”), which set forth a more detailed description of the terms of the Tender Offer. Except for the amendment to increase the Maximum Tender Amount and extend the Expiration Date, the terms of the Tender Offer remain the same and the Offer to Purchase and the related Letter of Transmittal remain in full force and effect.

As of 5:00 p.m., New York City time on Wednesday, February 24, 2010, \$218,613,000 aggregate principal amount of 2013 Notes was tendered and not withdrawn in the Tender Offer, substantially all of which were tendered on or prior to the Early Tender Date (defined below). Subject to the terms and conditions in the Offer to Purchase, as amended hereby, holders of 2013 Notes who validly tendered their 2013 Notes in the Tender Offer as of 5:00 p.m., New York City time on Thursday, February 11, 2010 (the “Early Tender Date”) will be eligible to receive \$950.00 per \$1,000 principal amount of 2013 Notes. Withdrawal rights with respect to 2013 Notes validly tendered and not withdrawn expired as of the Early Tender Date. Accordingly, holders may not withdraw any 2013 Notes previously or hereafter tendered, except as contemplated in the Offer to Purchase.

Subject to the terms and conditions in the Offer to Purchase, as amended hereby, holders of 2013 Notes who validly tender their 2013 Notes after the Early Tender Date and at or before the Expiration Date, will be eligible to receive \$910.00 per \$1,000 principal amount of 2013 Notes, which excludes the early tender premium equal to \$40.00 per \$1,000 principal amount of 2013 Notes.

Payments for 2013 Notes purchased in the Tender Offer will include accrued and unpaid interest from and including the last interest payment date to, but excluding, the settlement date.

Kodak intends to fund the repurchase of the 2013 Notes from the net proceeds of its private placement of \$500 million aggregate principal amount of 9.75% Senior Secured Notes due 2018, and cash on hand, which private placement is expected to close on March 5, 2010. In order to permit such private placement, on February 10, 2010, Kodak entered into an amendment to its Amended and Restated Credit Agreement, as amended, with the lenders party thereto and Citicorp USA, Inc., as agent. As such, the Credit Agreement Amendment Condition as described in the Offer to Purchase has been satisfied.

If 2013 Notes are accepted for purchase in the Tender Offer, the amount of 2013 Notes purchased in the Tender Offer will be prorated based on the aggregate principal amount of 2013 Notes tendered, rounded down to the nearest integral multiple of \$1,000, since the aggregate principal amount of 2013 Notes validly tendered and not withdrawn exceeds the Maximum Tender Amount.

Kodak has retained Citi to serve as dealer manager for the Tender Offer. The Bank of New York Mellon has been retained to serve as the depository and Georgeson, Inc. has been retained to serve as the information agent.

For additional information regarding the terms of the Tender Offer, please contact Citi at (800) 558-3745 (toll free) or (212) 723-6106 (collect). Requests for documents and questions regarding the tender of 2013 Notes may be directed to Georgeson, Inc. at (800) 248-7605 (toll free) or (212) 440-9800 (collect).

Copies of the Offer to Purchase and the Letter of Transmittal may also be obtained at no charge from Georgeson, Inc.

Kodak, its board of directors, the depository, the information agent, the dealer manager and the trustee with respect to the 2013 Notes are not making any recommendation as to whether holders of the 2013 Notes should tender or refrain from tendering all or any portion of the principal amount of the 2013 Notes.

This announcement does not constitute an offer to buy or the solicitation of an offer to sell securities. The Tender Offer is being made solely by means of the Offer to Purchase, as amended hereby, and the related Letter of Transmittal. In those jurisdictions where the securities, blue sky or other laws require the Tender Offer to be made by a licensed broker or dealer, the Tender Offer will be deemed to be made on behalf of Kodak by the dealer manager or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

Forward-Looking Statements

This press release contains forward-looking statements, such as references to the acceptance or purchase of 2013 Notes pursuant to the Tender Offer. These statements, including their underlying assumptions, are subject to risks and uncertainties and are not guarantees of future performance. Results may differ due to various factors, such as the possibility that we may not successfully close the private placement of 9.75% Senior Secured Notes due 2018 to finance the Tender Offer, or if other conditions to completion of the Tender Offer described in the Offer to Purchase are not satisfied. For further details of these risks, you should read the Offer to Purchase and Kodak's filings with the SEC.

The statements presented in this press release speak only as of the date of the release. Except as otherwise required by applicable law, Kodak does not undertake any obligation to publicly update its forward-looking statements based on events or circumstances after the date hereof.