

EASTMAN KODAK CO  
Form SC TO-C  
September 18, 2009

**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): September 17, 2009  
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 No.)

343 State Street  
Rochester, NY 14650  
(Address of principal executive offices)  
(585) 724-4000

(Registrant's telephone number, including area code)

N/A

(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))
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**Item 7.01 Regulation FD Disclosure.**

On September 17, 2009, during a presentation to potential investors, Eastman Kodak Company (the Company ) was asked what price it intended to pay for the Company s 3.375% Convertible Senior Notes due 2033 tendered in the proposed tender offer that was the subject of a press release issued on September 16, 2009. A representative of the Company responded that the Company intended to purchase the notes at par.

**Item 8.01 Other Events.**

The information set forth above under Item 7.01 is incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EASTMAN KODAK COMPANY**

Dated: September 17, 2009

By: /s/ Joyce P. Haag  
Name: Joyce P. Haag  
Title: General Counsel and Senior Vice  
President