

EASTMAN KODAK CO

Form 3

March 03, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â O'Grady John G.

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/23/2016

3. Issuer Name and Ticker or Trading Symbol
EASTMAN KODAK CO [KODK]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

GM, WW Sales, Vice President

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting PersonEASTMAN KODAK
COMPANY,Â 343 STATE
STREET

(Street)

ROCHESTER,Â NYÂ 14650

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$.01

4,407

D Â

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|---------------------|--------------------|-------------------------------------|----------------------------------|-------------------|--|---|
| Restricted Stock Units | 09/03/2016 | 09/03/2016 | Common Stock, par value \$.01 | 4,434 | \$ ⁽¹⁾ | D | Â |
| Restricted Stock Units | Â ⁽²⁾ | 09/03/2017 | Common Stock, par value \$.01 | 4,066 | \$ ⁽²⁾ | D | Â |
| Restricted Stock Units | Â ⁽³⁾ | 09/03/2018 | Common Stock, par value \$.01 | 10,538 | \$ ⁽³⁾ | D | Â |
| Stock Option (Right to Buy) | Â ⁽⁴⁾ | 09/03/2021 | Common Stock, par value \$.01 | 18,378 | \$ 23.78 | D | Â |
| Stock Option (Right to Buy) | Â ⁽⁵⁾ | 09/03/2022 | Common Stock, par value \$.01 | 25,218 | \$ 13.76 | D | Â |
| 125% Warrants to purchase Common Stock, par value \$.01 | 09/03/2013 | 09/03/2018 | Common Stock, par value \$.01 | 169 ⁽⁶⁾ | \$ 14.93 | D | Â |
| 135% Warrants to purchase Common Stock, par value \$.01 | 09/03/2013 | 09/03/2018 | Common Stock, par value \$.01 | 169 ⁽⁶⁾ | \$ 16.12 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Other |
|---|---------------|-----------|---------|------------------------------|-------|
| | Director | 10% Owner | Officer | | |
| O'Grady John G. EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650 | Â | Â | Â | GM, WW Sales, Vice President | Â |

Signatures

/s/ Karen M. Kelly, Attorney-in-fact for John O'Grady 03/03/2016

 **Signature of Reporting Person

____ Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These restricted stock units convert into common stock on a one-for-one basis.
- (2)

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These restricted stock units, which convert into common stock on a one-for-one basis, vest one-third on each of the first three anniversaries of the 9/3/14 grant date.

- (3) These restricted stock units, which convert into common stock on a one-for-one basis, vest one-third on each of the first three anniversaries of the 9/3/15 grant date.
- (4) This option vests one-third on each of the first three anniversaries of the 9/3/14 grant date.
- (5) This option vests one-third on each of the first three anniversaries of the 9/3/15 grant date.

Each of these Warrants entitles the holder to purchase one share of common stock; however for each Warrant exercised, the holder will

- (6) receive a net share amount equal to the number of shares issuable upon the exercise multiplied by the closing sale price of the common stock on the exercise date minus the exercise price, divided by the closing sale price, together with cash for any fractional shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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