

**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**

**March 10, 2011**  
**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 March 10, 2011, Eastman Kodak Company (the “Company”) issued a press release announcing the pricing of its private placement of \$250 million aggregate principal amount of 10.625% senior secured notes due 2019. A copy of this press release is filed herewith as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release, dated March 10, 2011, Announcing the Pricing of Senior Secured Notes

---

**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.

March 10, 2011

By: /s/ William G. Love

\_\_\_\_\_  
William G. Love

Treasurer

---

## Index to Exhibits

**Exhibit  
Number**

**Description**

---

99.1

Press Release, dated March 10, 2011, Announcing the Pricing of Senior Secured Notes

**Kodak Prices Private Placement of \$250 Million 10.625% Senior Secured Notes Due 2019**

ROCHESTER, N.Y., March 10 — Eastman Kodak Company (NYSE: EK) today announced the pricing of a private placement of \$250 million aggregate principal amount of senior secured notes due 2019 to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended, and outside the United States to persons other than U.S. persons in reliance upon Regulation S under the Securities Act.

The notes will be secured obligations of Kodak and will bear interest at a rate of 10.625% per year. The sale of the notes to the initial purchasers is expected to settle on March 15, 2011, subject to customary closing conditions.

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 Kodak and the guarantors, subject to certain exceptions.

Kodak intends to use \$200 million of the net proceeds from the offering for general corporate purposes and the balance to repurchase \$50 million in principal amount of its 7.25% Senior Notes due 2013.

**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.**