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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	X None	Entity Type
0000031235			X Corporation
Name of Issuer			Limited Partnership
EASTMAN KODAK CO			Limited Liability Company
Jurisdiction of Incorporation/Organization			General Partnership
NEW JERSEY			Business Trust
Year of Incorporation/Organization			Other (Specify)
X Over Five Years Ago			
Within Last Five Years (Specify Year)			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer		Street Address 1		Street Address 2	Phone Number of Issuer
EASTMAN KODAK CO		343 STATE ST			
City	State/Province/Country	ZIP/PostalCode			
ROCHESTER	NY	14650	7167244000		

3. Related Persons

Last Name	First Name	Middle Name
Berman	Robert	L.
Street Address 1	Street Address 2	ZIP/PostalCode
343 State Street		
City	State/Province/Country	ZIP/PostalCode
Rochester	NY	14650
Relationship: X Executive Officer	Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Faraci	Philip	J.
Street Address 1	Street Address 2	ZIP/PostalCode
343 State Street		
City	State/Province/Country	ZIP/PostalCode
Rochester	NY	14650
Relationship: X Executive Officer	Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Haag	Joyce	P.
Street Address 1	Street Address 2	
343 State Street		
City	State/Province/Country	ZIP/PostalCode
Rochester	NY	14650
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Kruchten	Brad	W.
Street Address 1	Street Address 2	
343 State Street		
City	State/Province/Country	ZIP/PostalCode
Rochester	NY	14650
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Clammer	Adam	H.
Street Address 1	Street Address 2	
343 State Street		
City	State/Province/Country	ZIP/PostalCode
Rochester	NY	14650
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

The above-named director was elected to the Issuer's board of directors pursuant to the terms of that certain Note & Warrant Purchase Agreement dated 09/16/2009, to which agreement the securities were offered and issued.

Last Name	First Name	Middle Name
Chen	Herald	Y.
Street Address 1	Street Address 2	
343 State Street		
City	State/Province/Country	ZIP/PostalCode
Rochester	NY	14650
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

The above-named director was elected to the Issuer's board of directors pursuant to the terms of that certain Note & Warrant Purchase Agreement dated 09/16/2009, to which agreement the securities were offered and issued.

Last Name	First Name	Middle Name
Perez	Antonio	M.
Street Address 1	Street Address 2	
343 State Street		
City	State/Province/Country	ZIP/PostalCode
Rochester	NY	14650
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Sklarsky	Frank	S.

Street Address 1
343 State Street
City
Rochester
Street Address 2
State/Province/Country
NY
ZIP/PostalCode
14650
Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name
Taber
Street Address 1
343 State Street
City
Rochester
First Name
Terry
Street Address 2
State/Province/Country
NY
ZIP/PostalCode
14650
Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name
Samuels
Street Address 1
343 State Street
City
Rochester
First Name
Eric
Street Address 2
State/Province/Country
NY
ZIP/PostalCode
14650
Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name
Braddock
Street Address 1
343 State Street
City
Rochester
First Name
Richard
Street Address 2
State/Province/Country
NY
ZIP/PostalCode
14650
Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name
Donahue
Street Address 1
343 State Street
City
Rochester
First Name
Timothy
Street Address 2
State/Province/Country
NY
ZIP/PostalCode
14650
Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name
Hawley
Street Address 1
343 State Street
City
Rochester
First Name
Michael
Street Address 2
State/Province/Country
NY
ZIP/PostalCode
14650
Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Hernandez	William	H.
Street Address 1	Street Address 2	
343 State Street		
City	State/Province/Country	ZIP/PostalCode
Rochester	NY	14650
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Lebda	Douglas	R.
Street Address 1	Street Address 2	
343 State Street		
City	State/Province/Country	ZIP/PostalCode
Rochester	NY	14650
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Lee	Debra	L.
Street Address 1	Street Address 2	
343 State Street		
City	State/Province/Country	ZIP/PostalCode
Rochester	NY	14650
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Lewis	Delano	E.
Street Address 1	Street Address 2	
343 State Street		
City	State/Province/Country	ZIP/PostalCode
Rochester	NY	14650
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Parrett	William	G.
Street Address 1	Street Address 2	
343 State Street		
City	State/Province/Country	ZIP/PostalCode
Rochester	NY	14650
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Seligman	Joel	
Street Address 1	Street Address 2	
343 State Street		

City	State/Province/Country	ZIP/PostalCode
Rochester	NY	14650
Relationship: Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Strigl	Dennis	F.
Street Address 1	Street Address 2	
343 State Street		
City	State/Province/Country	ZIP/PostalCode
Rochester	NY	14650
Relationship: Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Tyson	Laura	D'Andrea
Street Address 1	Street Address 2	
343 State Street		
City	State/Province/Country	ZIP/PostalCode
Rochester	NY	14650
Relationship: Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|---|------------------------|---------------------------|
| Agriculture | Health Care | Retailing |
| Banking & Financial Services | Biotechnology | Restaurants |
| Commercial Banking | Health Insurance | Technology |
| Insurance | Hospitals & Physicians | Computers |
| Investing | Pharmaceuticals | Telecommunications |
| Investment Banking | Other Health Care | Other Technology |
| Pooled Investment Fund | Manufacturing | Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate | Airlines & Airports |
| Yes No | Commercial | Lodging & Conventions |
| Other Banking & Financial Services | Construction | Tourism & Travel Services |
| Business Services | REITS & Finance | Other Travel |
| Energy | Residential | X Other |
| Coal Mining | Other Real Estate | |
| Electric Utilities | | |
| Energy Conservation | | |
| Environmental Services | | |
| Oil & Gas | | |
| Other Energy | | |

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value

\$1 - \$1,000,000	\$1 - \$5,000,000
\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000
X Over \$100,000,000	Over \$100,000,000
Decline to Disclose	Decline to Disclose
Not Applicable	Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	X Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)
	Section 3(c)(1)
	Section 3(c)(2)
	Section 3(c)(3)
	Section 3(c)(4)
	Section 3(c)(5)
	Section 3(c)(6)
	Section 3(c)(7)
	Section 3(c)(9)
	Section 3(c)(10)
	Section 3(c)(11)
	Section 3(c)(12)
	Section 3(c)(13)
	Section 3(c)(14)

7. Type of Filing

X New Notice Date of First Sale 2009-09-29 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

Equity	Pooled Investment Fund Interests
X Debt	Tenant-in-Common Securities
X Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
X Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$288,000,000 USD

12. Sales Compensation

Recipient Recipient CRD Number X None
(Associated) Broker or Dealer X None (Associated) Broker or Dealer CRD Number X None

Street Address 1 Street Address 2
City State/Province/Country ZIP/Postal Code

State(s) of Solicitation (select all that apply) All States Foreign/non-US
Check "All States" or check individual States

13. Offering and Sales Amounts

Total Offering Amount \$508,000,000 USD or Indefinite

Total Amount Sold \$288,000,000 USD

Total Remaining to be Sold \$220,000,000 USD or Indefinite

Clarification of Response (if Necessary):

The total offering amount includes (i) \$288 mil. from the sale of notes (\$300 mil. principal) and warrants for 40 mil. shares of common stock at a strike price of \$5.50/share and (ii) \$220 mil. that may be received upon full cash exercise of the warrants.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$12,000,000 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

Kohlberg Kravis Roberts & Co. L.P. was paid a placement fee of \$12 million but has conducted no solicitation in regards to such purchase.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
EASTMAN KODAK CO	Patrick M. Sheller	Patrick M. Sheller	Secretary	2009-10-13

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
