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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

September 16, 2009  
Date of Report (date of earliest event reported)

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**Eastman Kodak Company**

(Exact name of Registrant as specified in its charter)

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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))
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### **Item 8.01 Other Events**

On September 16, 2009 Eastman Kodak Company (the “Company”) issued a press release announcing its intention to repurchase up to \$575 million aggregate principal amount of its 3.375% Convertible Senior Notes due 2033 (the “2033 Notes”) in a tender offer. The Company currently expects to commence the tender offer prior to the closing of the convertible notes private placement announced on September 16, 2009.

A copy of the press release is being filed as Exhibit 99.1 to this Form 8-K and it is incorporated by reference in its entirety.

### **Additional Information and Where to Find It**

This communication is for informational purposes only and does not constitute an offer to purchase nor a solicitation of an offer to sell 2033 Notes. The solicitation of offers to buy 2033 Notes will only be made pursuant to the offer to purchase, to be issued in connection with the launch of the tender offer (as may be amended or supplemented), the related letter of transmittal, and other related documents that the Company is sending to its noteholders. The tender offer materials will contain important information that should be read carefully before any decision is made with respect to the tender offer. Those materials will be distributed by the Company to its noteholders at no expense to them. All of those materials (and all other documents the Company files with the Securities and Exchange Commission (the “SEC”)) will also be available at no charge on the SEC’s Website at [www.sec.gov](http://www.sec.gov) and from the information agent.

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

#### (d) Exhibits

99.1 Press Release, dated September 16, 2009 Announcing the Tender Offer for 2033 Notes

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**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.

September 17, 2009

By: /s/ William G. Love

William G. Love

Treasurer

**Index to Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release, dated September 16, 2009 Announcing the Tender Offer for 2033 Notes

**Kodak Announces Intention to Tender for 3.375% Convertible Senior Notes Due 2033****• Press Release**

- Source: Eastman Kodak Company
- On Wednesday September 16, 2009, 4:20 pm EDT

ROCHESTER, N.Y.—(BUSINESS WIRE)—Eastman Kodak Company (NYSE: [EK](#) — [News](#)) today announced its intention to commence a tender offer to purchase for cash up to \$575 million aggregate principal amount of its 3.375% Convertible Senior Notes due 2033 (the “2033 Notes”). Kodak currently expects that it will commence the tender offer prior to the closing of the separately announced private placement of convertible senior notes announced today, at which time it will announce the price at which it will offer to purchase the 2033 Notes. Completion of the tender offer will be subject to, among other things, the successful completion of its sale of senior secured notes to an entity formed by one or more investment funds, vehicles or accounts managed or advised by Kohlberg Kravis Roberts & Co. L.P. or one of its subsidiaries (also announced today) and the private placement of its convertible notes.

As of September 16, 2009, the 2033 Notes, in an aggregate principal amount of \$575 million, were outstanding. The tender offer will be subject to the terms and conditions described in the offer to purchase and the related materials that will be distributed to noteholders and filed with the Securities and Exchange Commission.

None of Kodak, its board of directors, the dealer manager or the information agent is making any recommendation to Kodak noteholders as to whether to tender or refrain from tendering their 2033 Notes. The dealer manager for the tender offer will be Morgan Stanley & Co. Incorporated. The information agent for the tender offer will be Georgeson Inc. and the depositary for the tender offer will be The Bank of New York Mellon.

This announcement is for informational purposes only and does not constitute an offer to purchase nor a solicitation of an offer to sell the 2033 Notes. The solicitation of offers to buy the 2033 Notes will only be made pursuant to the offer to purchase, to be issued in connection with the launch of the tender offer (as such offer to purchase may be amended or supplemented), the related letter of transmittal, and other related documents that Kodak is sending to its noteholders. The tender offer materials will contain important information that should be read carefully before any decision is made with respect to the tender offer. Those materials will be distributed by Kodak to its noteholders at no expense to them. In addition, all of the related materials (and all other offer documents filed with the SEC) will be available at no charge on the SEC’s website at [www.sec.gov](http://www.sec.gov) and from the information agent.

**Forward Looking Statements**

*This press release contains forward-looking statements, such as references to commencement and completion of the tender offer and the payment for 2033 Notes related thereto. These statements, including their underlying assumptions, are subject to risk and uncertainties and are not guarantees of future performance. Results may differ due to various factors, such as the possibility that noteholders may not tender their 2033 Notes in the tender offer, or if other conditions to completion of the tender offer are not satisfied. For further details of these risks, you should read Kodak’s filings with the SEC, including its Schedule TO and the documents referred to therein when they become available.*

*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.*

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