

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**

February 24, 2010

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 February 24, 2010, Eastman Kodak Company issued a press release announcing its intention to offer \$400 million aggregate principal amount of senior secured notes due 2018. 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 February 24, 2010, Announcing the Proposed Offering 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.

February 24, 2010

By:

/s/ William G. Love

William G. Love

Treasurer

Index to Exhibits

**Exhibit
Number**

Description

99.1 Press Release, dated February 24, 2010, Announcing the Proposed Offering of Senior Secured Notes

Kodak Launches Private Placement of \$400 Million Senior Secured Notes

ROCHESTER, N.Y., Feb. 24— Eastman Kodak Company (NYSE: EK) today announced its intention to offer, subject to market and other conditions, \$400 million aggregate principal amount of senior secured notes in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) and outside the United States to persons other than U.S. persons in reliance upon Regulation S under the Securities Act.

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 the issuer and guarantors, subject to certain exceptions. Final terms of the notes, including the interest rate and other terms, will be determined by negotiations between Kodak and the initial purchasers of the notes.

Kodak intends to use the net proceeds from the offering to repurchase all \$300 million aggregate principal amount of its 10.50% Senior Notes due 2017 and to repurchase a portion of its 7.25% Senior Notes due 2013 through a tender offer.

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.

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