

EASTMAN KODAK CO

Form 4

April 16, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GSO CAPITAL PARTNERS LP

(Last) (First) (Middle)

345 PARK AVENUE,

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

EASTMAN KODAK CO [KODK]

3. Date of Earliest Transaction
(Month/Day/Year)

04/14/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/14/2015		P		171,471	A	\$ 20.56	171,471	I	See Footnotes (1) (6) (11) (12) (13)
Common Stock								3,145,099	I	See Footnotes (2) (6) (11) (12) (13)
Common Stock								2,958,768	I	See Footnotes (3) (6) (11) (12) (13)

Common Stock	986,236	I	See Footnotes (4) (11) (12) (13)
Common Stock	1,226,470	I	See Footnotes (5) (11) (12) (13)
Common Stock	48,006	I	See Footnotes (7) (10) (12) (13)
Common Stock	13,853	I	See Footnotes (8) (10) (12) (13)
Common Stock	1,846	I	See Footnotes (9) (10) (12) (13)

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
125% Warrants	\$ 14.93	04/14/2015		P		5,884		09/03/2013	09/03/2018	Common Stock	5,884
135% Warrants	\$ 16.12	04/14/2015		P		5,884		09/03/2013	09/03/2018	Common Stock	5,884

125% Warrants	\$ 14.93	09/03/2013	09/03/2018	Common Stock	41,721
125% Warrants	\$ 14.93	09/03/2013	09/03/2018	Common Stock	38,851
125% Warrants	\$ 14.93	09/03/2013	09/03/2018	Common Stock	12,841
125% Warrants	\$ 14.93	09/03/2013	09/03/2018	Common Stock	16,113
135% Warrants	\$ 16.12	09/03/2013	09/03/2018	Common Stock	41,721
135% Warrants	\$ 16.12	09/03/2013	09/03/2018	Common Stock	38,851
135% Warrants	\$ 16.12	09/03/2013	09/03/2018	Common Stock	12,841
135% Warrants	\$ 16.12	09/03/2013	09/03/2018	Common Stock	16,113

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK, NY 10154		X		
Goodman Bennett J C/O GSO CAPITAL PARTNERS LP		X		

345 PARK AVENUE
NEW YORK, NY 10154

Smith J Albert III
C/O GSO CAPITAL PARTNERS LP X
345 PARK AVENUE
NEW YORK, NY 10154

Ostrover Douglas I
C/O GSO CAPITAL PARTNERS LP X
345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Group L.P.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

GSO Advisor Holdings L.L.C.
C/O THE BLACKSTONE GROUP X
345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Holdings I L.P.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Holdings I/II GP Inc
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Group Management L.L.C.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

SCHWARZMAN STEPHEN A
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

Signatures

GSO CAPITAL PARTNERS LP, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title:
Authorized Signatory

04/16/2015

__Signature of Reporting Person

Date

BENNETT J. GOODMAN, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title:
Attorney-in-Fact

04/16/2015

__Signature of Reporting Person

Date

J. ALBERT SMITH III, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title:
Attorney-in-Fact

04/16/2015

__Signature of Reporting Person

Date

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DOUGLAS I. OSTROVER, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Attorney-in-Fact	04/16/2015
__Signature of Reporting Person	Date
THE BLACKSTONE GROUP L.P., By: Blackstone Group Management L.L.C., its general partner By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	04/16/2015
__Signature of Reporting Person	Date
GSO ADVISOR HOLDINGS L.L.C., By: Blackstone Holdings I L.P., its sole member, By: Blackstone Holdings I/II GP Inc., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	04/16/2015
__Signature of Reporting Person	Date
BLACKSTONE HOLDINGS I L.P., By: Blackstone Holdings I/II GP Inc., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	04/16/2015
__Signature of Reporting Person	Date
BLACKSTONE HOLDINGS I/II GP INC., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	04/16/2015
__Signature of Reporting Person	Date
BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	04/16/2015
__Signature of Reporting Person	Date
STEPHEN A. SCHWARZMAN, By: /s/ Stephen A. Schwarzman	04/16/2015
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) GSO Cactus Credit Opportunities Fund LP directly holds these securities.
- (2) GSO Special Situations Fund LP directly holds these securities.
- (3) GSO Special Situations Overseas Master Fund Ltd. directly holds these securities. GSO Special Situations Overseas Master Fund Ltd. is a wholly-owned subsidiary of GSO Special Situations Overseas Fund Ltd.
- (4) GSO Palmetto Opportunistic Investment Partners LP directly holds these securities. GSO Palmetto Opportunistic Associates LLC is the general partner of GSO Palmetto Opportunistic Investment Partners LP. GSO Holdings I L.L.C. is the managing member of GSO Palmetto Opportunistic Associates LLC.
- (5) GSO Credit-A Partners LP directly holds these securities (together with GSO Special Situations Fund LP, GSO Special Situations Overseas Master Fund Ltd. and GSO Palmetto Opportunistic Investment Partners LP, the "GSO Funds"). GSO Credit-A Associates LLC is the general partner of GSO Credit-A Partners LP. GSO Holdings I L.L.C. is the managing member of GSO Credit-A Associates LLC.
- (6) GSO Capital Partners LP is the investment manager of each of GSO Cactus Credit Opportunities Fund LP, GSO Special Situations Fund LP, GSO Special Situations Overseas Fund Ltd. and GSO Special Situations Overseas Master Fund Ltd. GSO Advisor Holdings L.L.C. is the general partner of GSO Capital Partners LP.
- (7) FS Investment Corporation directly holds these shares of Common Stock.
- (8) Locust Street Funding LLC directly holds these shares of Common Stock.
- (9) FS Investment Corporation II directly holds these shares of Common Stock (together with FS Investment Corporation and Locust Street Funding LLC, the "FS Funds").
- (10) FB Income Advisor, LLC and FSIC II Advisor, LLC are the investment managers of FS Investment Corporation and FS Investment Corporation II, respectively. FS Investment Corporation is the sole member of Locust Street Funding LLC. In addition, each of Michael

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C. Forman, David J. Adelman, Gerald F. Stahlecker and Zachary Klehr may be deemed to have shared investment control with respect to the shares of Common Stock held by the FS Funds.

Blackstone Holdings I L.P. is the sole member of GSO Advisor Holdings L.L.C. and a managing member of GSO Holdings I L.L.C. Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings I L.P. The Blackstone Group L.P. is the controlling shareholder of Blackstone Holdings I/II GP Inc. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. Blackstone Group Management L.L.C. In addition, each of Bennett J. Goodman, J. Albert Smith III and Douglas I. Ostrover may be deemed to have shared investment control with respect to the securities held by the GSO Funds.

(11)

Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

(12)

Each of the Reporting Persons (other than each of the GSO Funds and the FS Funds to the extent they directly hold securities of the Issuer), disclaims beneficial ownership of the securities held by each of the GSO Funds and the FS Funds, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than each of the GSO Funds and the FS Funds to the extent they directly hold securities of the Issuer) states that the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(13)

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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