

EASTMAN KODAK CO  
Form SC 13D/A  
January 12, 2015

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**EASTMAN KODAK COMPANY**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**277461 40 6**

**(CUSIP Number)**

**Marisa Beeney**  
**GSO Capital Partners LP**  
**345 Park Avenue**  
**New York, New York 10154**  
**Tel: (212) 583-5000**

**Stephen S. Sypherd**  
**FS Investment Corporation**  
**FS Investment Corporation II**  
**Cira Centre**  
**2929 Arch Street, Suite 675**  
**Philadelphia, Pennsylvania 19104**  
**Tel: (215) 495-1150**

**(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications)**

**July 1, 2014**

**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

- \* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of reporting persons

GSO Palmetto Opportunistic Investment Partners LP

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 987,801\*

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 987,801\*

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

987,801\*

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in Row (11)

2.4%\*

14 Type of reporting person (see instructions)

PN

\* Based on 41,858,737 shares of common stock, par value \$0.01 per share (the Common Stock ), of Eastman Kodak Company (the Issuer ) outstanding as of October 31, 2014, as reported in the Issuer's Form 10-Q filed on November 4, 2014. Includes 5,204 shares of Common Stock issuable upon exercise of 23,144 mandatorily net-share settled warrants to purchase Common Stock held by the Reporting Person based on a closing price of \$20.03 per share of Common Stock as of January 7, 2015. As of the date hereof, the Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 8,393,634 shares of Common Stock, representing 20.0% of the Common Stock outstanding as of October 31, 2014.

1 Names of reporting persons

GSO Credit-A Partners LP

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 1,228,435\*

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 1,228,435\*

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

1,228,435\*

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in Row (11)

2.9%\*

14 Type of reporting person (see instructions)

PN

\* Based on 41,858,737 shares of Common Stock outstanding as of October 31, 2014, as reported in the Issuer's Form 10-Q filed on November 4, 2014. Includes 6,531 shares of Common Stock issuable upon exercise of 29,040 mandatorily net-share settled warrants to purchase Common Stock held by the Reporting Person based on a closing price of \$20.03 per share of Common Stock as of January 7, 2015. As of the date hereof, the Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 8,393,634 shares of Common Stock, representing 20.0% of the Common Stock outstanding as of October 31, 2014.

1 Names of reporting persons

GSO Special Situations Fund LP

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 3,150,187\*

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 3,150,187\*

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

3,150,187\*

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in Row (11)

7.5%\*

14 Type of reporting person (see instructions)

PN

\* Based on 41,858,737 shares of Common Stock outstanding as of October 31, 2014, as reported in the Issuer's Form 10-Q filed on November 4, 2014. Includes 16,910 shares of Common Stock issuable upon exercise of 75,190 mandatorily net-share settled warrants to purchase Common Stock held by the Reporting Person based on a closing price of \$20.03 per share of Common Stock as of January 7, 2015. As of the date hereof, the Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 8,393,634 shares of Common Stock, representing 20.0% of the Common Stock outstanding as of October 31, 2014.



1 Names of reporting persons

GSO Special Situations Overseas Master Fund Ltd.

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6 Citizenship or place of organization

Cayman Islands, British West Indies

Number of 7 Sole voting power

shares

beneficially 2,963,506\*

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 2,963,506\*

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

2,963,506\*

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in Row (11)

7.1%\*

14 Type of reporting person (see instructions)

CO

\* Based on 41,858,737 shares of Common Stock outstanding as of October 31, 2014, as reported in the Issuer's Form 10-Q filed on November 4, 2014. Includes 15,746 shares of Common Stock issuable upon exercise of 70,016 mandatorily net-share settled warrants to purchase Common Stock held by the Reporting Person based on a closing price of \$20.03 per share of Common Stock as of January 7, 2015. As of the date hereof, the Reporting Persons (as defined below) may be deemed to be the beneficial owners of an aggregate of 8,393,634 shares of Common Stock, representing 20.0% of the Common Stock outstanding as of October 31, 2014.

1 Names of reporting persons

GSO Special Situations Overseas Fund Ltd.

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6 Citizenship or place of organization

Cayman Islands, British West Indies

Number of 7 Sole voting power

shares

beneficially 2,963,506\*

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 2,963,506\*

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

2,963,506\*

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in Row (11)

7.1%\*

14 Type of reporting person (see instructions)

CO

\* Based on 41,858,737 shares of Common Stock outstanding as of October 31, 2014, as reported in the Issuer's Form 10-Q filed on November 4, 2014. Includes 15,746 shares of Common Stock issuable upon exercise of 70,016 mandatorily net-share settled warrants to purchase Common Stock that may be deemed to be beneficially owned by the Reporting Person based on a closing price of \$20.03 per share of Common Stock as of January 7, 2015. As of the date hereof, the Reporting Persons may be deemed to be the beneficial owners of an aggregate of 8,393,634 shares of Common Stock, representing 20.0% of the Common Stock outstanding as of October 31, 2014.

1 Names of reporting persons

GSO Palmetto Opportunistic Associates LLC

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 987,801\*

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 987,801\*

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

987,801\*

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in Row (11)

2.4%\*

14 Type of reporting person (see instructions)

OO

\* Based on 41,858,737 shares of Common Stock outstanding as of October 31, 2014, as reported in the Issuer's Form 10-Q filed on November 4, 2014. Includes 5,204 shares of Common Stock issuable upon exercise of 23,144 mandatorily net-share settled warrants to purchase Common Stock that may be deemed to be beneficially owned by the Reporting Person based on a closing price of \$20.03 per share of Common Stock as of January 7, 2015. As of the date hereof, the Reporting Persons may be deemed to be the beneficial owners of an aggregate of 8,393,634 shares of Common Stock, representing 20.0% of the Common Stock outstanding as of October 31, 2014.

1 Names of reporting persons

GSO Credit-A Associates LLC

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 1,228,435\*

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 1,228,435\*

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

1,228,435\*

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in Row (11)

2.9%\*

14 Type of reporting person (see instructions)

OO

\* Based on 41,858,737 shares of Common Stock outstanding as of October 31, 2014, as reported in the Issuer's Form 10-Q filed on November 4, 2014. Includes 6,531 shares of Common Stock issuable upon exercise of 29,040 mandatorily net-share settled warrants to purchase Common Stock that may be deemed to be beneficially owned by the Reporting Person based on a closing price of \$20.03 per share of Common Stock as of January 7, 2015. As of the date hereof, the Reporting Persons may be deemed to be the beneficial owners of an aggregate of 8,393,634 shares of Common Stock, representing 20.0% of the Common Stock outstanding as of October 31, 2014.



1 Names of reporting persons

GSO Holdings I L.L.C.

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 2,216,236\*

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 2,216,236\*

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

2,216,236\*

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

13 Percent of class represented by amount in Row (11)

5.3%\*

14 Type of reporting person (see instructions)

OO

\* Based on 41,858,737 shares of Common Stock outstanding as of October 31, 2014, as reported in the Issuer's Form 10-Q filed on November 4, 2014. Includes 11,735 shares of Common Stock issuable upon exercise of 52,184 mandatorily net-share settled warrants to purchase Common Stock that may be deemed to be beneficially owned by the Reporting Person based on a closing price of \$20.03 per share of Common Stock as of January 7, 2015. As of the date hereof, the Reporting Persons may be deemed to be the beneficial owners of an aggregate of 8,393,634 shares of Common Stock, representing 20.0% of the Common Stock outstanding as of October 31, 2014.

1 Names of reporting persons

GSO Capital Partners LP

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

6 Citizenship or place of organization

Delaware

Number of

shares

beneficially

owned by

each

reporting

person

with