

EASTMAN KODAK CO
Form SC TO-I
September 18, 2009

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

**SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

EASTMAN KODAK COMPANY
(Name of Subject Company (Issuer))

EASTMAN KODAK COMPANY
(Names of Filing Persons (Offeror))

3.375% Convertible Senior Notes due 2033
(Title of Class of Securities)

277461BE8

2774618XO

(CUSIP Numbers of Class of Securities)

Joyce P. Haag

**General Counsel and Senior Vice President
Eastman Kodak Company**

343 State Street

Rochester, NY 14650

(585) 724-4000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

**Brian Lane, Esq.
Stephanie Tsacoumis, Esq.
Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, NW
Washington, DC 20036
(202) 955-8000**

**Andrew J. Pitts, Esq.
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019
(212) 474-1000**

Calculation of Filing Fee

Transaction Valuation*
\$575,000,000

Amount of Filing Fee**
\$32,085

* The transaction value is estimated only for purposes of calculating the filing fee. This amount is based

on the purchase
of \$575,000,000
aggregate
principal
amount of the
outstanding
3.375%
convertible
senior notes due
2033, for an
amount in cash
equal to 100%
of the principal
amount of the
Notes.

** \$55.80 per
million dollars
of transaction
value, in
accordance with
Rule 0-11(b).

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A
Form or Registration No.: N/A

Filing Party: N/A
Date Filed: N/A

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

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Items 1 through 11

Item 12. Exhibits

Item 13. Information Required by Schedule 13E-3

SIGNATURE

Index to Exhibits

EX-99.(A)(1)(I)

EX-99.(A)(1)(II)

EX-99.(A)(1)(III)

EX-99.(A)(1)(IV)

EX-99.(A)(5)(I)

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SCHEDULE TO

This Tender Offer Statement on Schedule TO (this Schedule TO) relates to the offer by Eastman Kodak Company, a New Jersey corporation (Kodak or the Company), to purchase any and all of its outstanding 3.375% Convertible Senior Notes due 2033 (the Notes) for an amount in cash equal to 100% of the principal amount of the Notes validly tendered and accepted for purchase plus accrued and unpaid interest thereon up to, but not including, the date of purchase. Kodak s offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase dated September 18, 2009 (the Offer to Purchase) and in the related Letter of Transmittal, copies of which are attached to this Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively (which together, as amended or supplemented from time to time, constitute the Offer). This Tender Offer Statement on Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) under the Securities Exchange Act of 1934, as amended.

Items 1 through 11.

The name of the filing person is Eastman Kodak Company. The filing person is the subject company. As permitted by General Instruction F to Schedule TO, all of the information set forth in the Offer to Purchase is incorporated by this reference into this Schedule TO.

Item 12. Exhibits.

- (a)(1)(i) Offer to Purchase, dated September 18, 2009.
- (a)(1)(ii) Letter of Transmittal (including Substitute Form W-9 and Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).
- (a)(1)(iii) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.
- (a)(1)(iv) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.
- (a)(5)(i) Press Release, dated September 18, 2009.
- (d)(1) Fifth Supplemental Indenture, dated as of October 10, 2003, to Indenture dated as of January 1, 1988, among Eastman Kodak Company and The Bank of New York, as Trustee (incorporated by reference to Exhibit (4) J. of Kodak s current report on Form 8-K, filed with the Securities and Exchange Commission on October 10, 2003).

Item 13. Information Required by Schedule 13E-3.

Not applicable.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

EASTMAN KODAK COMPANY

/s/ William G. Love
William G. Love
Treasurer

Date: September 18, 2009

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Index to Exhibits

| Exhibit Number | Description |
|----------------|---|
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