

EASTMAN KODAK CO  
Form 8-A12B  
October 29, 2013

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

**FORM 8-A**

**For Registration of Certain Classes of Securities**  
**Pursuant to Section 12(b) or 12(g) of the**  
**Securities Exchange Act of 1934**

**Eastman Kodak Company**  
**(Exact name of registrant as specified in its charter)**

**New Jersey**  
**(State or other Jurisdiction**  
  
**of Incorporation)**

**1-87**  
**(Commission**  
  
**File Number)**

**16-0417150**  
**(IRS Employer**  
  
**Identification No.)**

**343 State Street, Rochester, New York**  
**(Address of Principal Executive Offices)**

**14650**  
**(Zip Code)**

**Registrant's telephone number, including area code: (585) 724-4000**

**Securities Act registration statement file number to which this form relates: 333-190957**

**Securities to be registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class<br/>to be so registered</b> | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|--|--|
| Common Stock, \$0.01 par value per share           | New York Stock Exchange, Inc.  |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **N/A**

Securities to be registered pursuant to Section 12(g) of the Act: None.

**Item 1. Description of Registrant's Securities to be Registered.**

On September 3, 2013, Eastman Kodak Company (the Company) registered, under Section 12(g) of the Securities Exchange Act of 1934 (the Act), the common stock of the Company (the Common Stock), par value \$0.01 per share, issued pursuant to the Company's *First Amended Joint Chapter 11 Plan of Reorganization of Eastman Kodak Company and its Debtor Affiliates* (the Plan) upon the Plan's effectiveness.

The Company intends to list the Common Stock on the New York Stock Exchange. Accordingly, this registration statement registers the Common Stock under Section 12(b) of the Act.

Reference is made to the information set forth in Item 4 of the Company's registration statement on Form S-8, filed September 3, 2013, which information is incorporated by reference herein.

**Item 2. Exhibits.**

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>   |
|--------------------|---|
| 3.1                | Second Amended and Restated Certificate of Incorporation of Eastman Kodak Company (incorporated by reference to Exhibit 4.1 to the Company's registration statement on Form S-8 filed September 3, 2013)  |
| 3.2                | Second Amended and Restated By-Laws of Eastman Kodak Company (incorporated by reference to Exhibit 4.2 to the Company's registration statement on Form S-8 filed September 3, 2013)   |
| 4.1                | Registration Rights Agreement between Eastman Kodak Company and certain stockholders listed on Schedule 1 thereto, dated as of September 3, 2013 (incorporated by reference to Exhibit 4.1 to the Company's registration statement on Form 8-A filed September 3, 2013) |
| 99.1               | Press Release dated October 29, 2013  |

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 29, 2013

**EASTMAN KODAK COMPANY**

By: /s/ Patrick M. Sheller  
Patrick M. Sheller

Senior Vice President

General Counsel, Secretary & Chief  
Administrative Officer

**Exhibit Index.**

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