

EASTMAN KODAK CO
Form 8-K
January 28, 2010

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **January 28, 2010**

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

| | | |
|------------------------------|--------------|-------------------|
| New Jersey | 1-87 | 16-0417150 |
| (State or Other Jurisdiction | (Commission | (IRS Employer |
| of Incorporation) | File Number) | Identification |
| 343 State Street, | | No.) |

Rochester, New York 14650
(Address of Principal Executive Office) (Zip Code)

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

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 2.02. Results of Operations and Financial Condition

On January 28, 2010, Eastman Kodak Company issued a press release describing its financial results for its fourth fiscal quarter ended December 31, 2009. Copies of the press release and financial discussion document are attached as Exhibits (99.1) and (99.2), respectively, to this report.

Within the Company's fourth quarter 2009 press release, the Company makes reference to the following non-GAAP financial measures, which have directly comparable GAAP financial measures, including:

- “Revenue from digital businesses”
- “Revenue from traditional businesses”
- “Cash generation (usage) before restructuring payments”
- “CDG segment earnings improvement excluding the impact of non-recurring intellectual property royalties”

The Company believes that these measures represent important internal measures of performance. Accordingly, where these non-GAAP measures are provided, it is done so that investors have the same financial data that management uses with the belief that it will assist the investment community in properly assessing the underlying performance of the Company on a year-over-year and quarter-sequential basis. Whenever such information is presented, the Company has complied with the provisions of the rules under Regulation G and Item 2.02 of Form 8-K. In addition to the reasons described above, the specific reasons why the Company's management believes that the presentation of the non-GAAP financial measures provides useful information to investors regarding Kodak's financial condition, results of operations and cash flows are as follows.

Revenue from digital businesses / Revenue from traditional businesses

Due to the Company's ongoing digital transformation, management views the Company's performance based on digital revenue growth and digital earnings. These measures form the basis of internal management performance expectations and certain incentive compensation. Accordingly, the Company believes that the presentation of this information is useful to investors as it provides them with the same financial data that management uses to assess the Company's growth on a year-over-year and quarter-sequential basis, as the Company continues this digital transformation.

Cash generation (usage) before restructuring payments

The Company believes that the presentation of cash generation (usage) before restructuring payments is useful information to investors as it facilitates the comparison of cash flows between reporting periods. In addition, management utilizes this measure as a tool to assess the Company's ability to repay debt, and fund acquisitions and investments, after it has satisfied its working capital needs and capital expenditures. The cash generation (usage) before restructuring payments measure equals net cash provided by /(used in) continuing operations from operating activities, as determined under Generally Accepted Accounting Principles in the U.S. (U.S. GAAP), minus capital expenditures, plus proceeds from the sale of assets and certain businesses and other settlements / agreements not otherwise included in U.S. GAAP cash flow (provided by / used in) continuing operations from operating activities, plus net cash flow generated by divested businesses through the date of divestiture to the extent such business divestitures would be categorized as discontinued operations, minus cash flow from the operations of significant acquisitions or strategic alliances completed during the year plus cash restructuring payments. Finally, cash generation (usage) before restructuring payments forms the basis of internal management performance expectations and certain incentive compensation. Accordingly, the Company believes that the presentation of this information is useful to investors as it provides them with the same data that management uses to facilitate their assessment of the Company's cash position and working capital management.

CDG segment earnings improvement, excluding the impact of non-recurring intellectual property royalties

The Company believes that the presentation of CDG segment earnings improvement, excluding the impact of non-recurring intellectual property royalties, provides useful information to investors as it facilitates the comparison of CDG segment earnings between reporting periods on the same basis. Management utilizes this measure to provide a comparable basis on which to assess the effectiveness of management actions to improve profitability within the segment.

CDG segment earnings improvement, excluding the impact of non-recurring intellectual property royalties, equals the year-over-year change in CDG segment earnings (loss) from continuing operations before interest expense, other income (charges), net and income taxes as determined under U.S. GAAP minus the year-over-year change in non-recurring intellectual property revenue.

Item 9.01. Financial Statements and Exhibits

(d)
Exhibits

| | | |
|--------|--|------------------------------|
| (99.1) | Press release issued January 28, 2010 regarding financial results for the fourth quarter of 2009 | Furnished with this document |
| (99.2) | Financial discussion document issued January 28, 2010 regarding financial results for the fourth quarter of 2009 | Furnished with this document |

SIGNATURES

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

**EASTMAN KODAK
COMPANY**

By: /s/ Eric Samuels
Name: Eric Samuels
Title: Chief Accounting Officer
and Corporate Controller

Date: January 28, 2010

EXHIBIT INDEX

Exhibit Description
No.

- (99.1) Press release issued January 28, 2010 regarding financial results for the fourth quarter of 2009

- (99.2) Financial discussion document issued January 28, 2010 regarding financial results for

the fourth
quarter of
2009