

Underberg Sharon E.  
Form 4  
December 18, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Underberg Sharon E.

(Last) (First) (Middle)

EASTMAN KODAK  
COMPANY, 343 STATE STREET

(Street)

ROCHESTER, NY 14650

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
EASTMAN KODAK CO [KODK]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/15/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
General Counsel, Sec., SVP

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock, par value \$.01   | 12/15/2018                           |  | M                              |   | 5,280 A \$ 0 (1) 23,006   | D  |                                   |
| Common Stock, par value \$.01   | 12/15/2018                           |  | F                              |   | 1,794 (2) D \$ 2.84 21,212  | D  |                                   |
| Common Stock, par value \$.01   | 12/15/2018                           |  | M                              |   | 5,096 A \$ 0 (3) 26,308   | D  |                                   |
| Common Stock, par               | 12/15/2018                           |  | F                              |   | 1,732 (2) D \$ 2.84 24,576  | D  |                                   |

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value \$.01

|                               |            |   |        |   |                            |        |   |
|-------------------------------|------------|---|--------|---|----------------------------|--------|---|
| Common Stock, par value \$.01 | 12/15/2018 | M | 24,875 | A | <u>\$ 0</u> <sup>(4)</sup> | 49,451 | D |
|-------------------------------|------------|---|--------|---|----------------------------|--------|---|

|                               |            |   |                             |   |         |        |   |
|-------------------------------|------------|---|-----------------------------|---|---------|--------|---|
| Common Stock, par value \$.01 | 12/15/2018 | F | <u>8,451</u> <sup>(2)</sup> | D | \$ 2.84 | 41,000 | D |
|-------------------------------|------------|---|-----------------------------|---|---------|--------|---|

|                               |  |  |  |  |  |     |   |           |
|-------------------------------|--|--|--|--|--|-----|---|-----------|
| Common Stock, par value \$.01 |  |  |  |  |  | 150 | I | By Spouse |
|-------------------------------|--|--|--|--|--|-----|---|-----------|

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number of Shares                               |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    | 12/15/2018                           |  | M                              | 5,280   | <sup>(1)</sup> 12/15/2018                                | Common Stock, par value \$.01 5,280                         |
| Restricted Stock Units                     | \$ 0 <sup>(3)</sup>                                    | 12/15/2018                           |  | M                              | 5,096   | <sup>(3)</sup> 12/15/2019                                | Common Stock, par value \$.01 5,096                         |
| Restricted Stock Units                     | \$ 0 <sup>(4)</sup>                                    | 12/15/2018                           |  | M                              | 24,875  | <sup>(4)</sup> 12/15/2020                                | Common Stock, par value \$.01 24,875                        |
| Restricted Stock Units                     | \$ 0 <sup>(5)</sup>                                    | 12/15/2018                           |  | A                              | 88,029  | <sup>(5)</sup> 12/15/2021                                | Common Stock, par value \$.01 88,029                        |
| Stock Option                               | \$ 20.25   |                                      |  |                                |   | <sup>(6)</sup> 12/14/2021                                | Common Stock, par value \$.01 27,000                        |

|                             |          |            |   |        |      |            |                               |
|-----------------------------|----------|------------|---|--------|------|------------|-------------------------------|
| (Right to Buy)              |          |            |   |        |      |            | value<br>\$.01                |
| Stock Option (Right to Buy) | \$ 12.63 |            |   |        | (7)  | 12/14/2022 | Common Stock, par value \$.01 |
| Stock Option (Right to Buy) | \$ 16.35 |            |   |        | (8)  | 12/14/2023 | Common Stock, par value \$.01 |
| Stock Option (Right to Buy) | \$ 3.35  |            |   |        | (9)  | 12/14/2024 | Common Stock, par value \$.01 |
| Stock Option (Right to Buy) | \$ 2.84  | 12/15/2018 | A | 0 (10) | (10) | 12/14/2025 | Common Stock, par value \$.01 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Underberg Sharon E.<br>EASTMAN KODAK COMPANY<br>343 STATE STREET<br>ROCHESTER, NY 14650 |               |           | General Counsel, Sec., SVP |       |

## Signatures

/s/ Kim Zampatori, Attorney-in-fact for Sharon Underberg

12/18/2018

\*\*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) These restricted stock units convert into common stock on a one-for-one basis.
- (2) Shares withheld to cover tax withholding obligations upon the vesting of restricted stock units.
- (3) These restricted stock units, which convert into common stock on a one-for-one basis, vest one-third on each of the first three anniversaries of the 12/15/2016 grant date.
- (4) These restricted stock units, which convert into common stock on a one-for-one basis, vest one-third on each of the first three anniversaries of the 12/15/2017 grant date.
- (5) These restricted stock units, which convert into common stock on a one-for-one basis, were granted under the Company's 2013 Omnibus Incentive Plan, as amended, in a transaction exempt under Rule 16b-3 and vest one-third on each of the first three anniversaries of the 12/15/2018 grant date.

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- (6) This option vests one-third on each of the first three anniversaries of the 12/15/2014 grant date.
- (7) This option vests one-third on each of the first three anniversaries of the 12/15/2015 grant date.
- (8) This option vests one-third on each of the first three anniversaries of the 12/15/2016 grant date.
- (9) This option vests one-third on each of the first three anniversaries of the 12/15/2017 grant date.

- (10) This option was granted under the Company's 2013 Omnibus Incentive Plan, as amended, in a transaction exempt under Rule 16b-3 and vests one-third on each of the first three anniversaries of the 12/15/2018 grant date. The number of shares underlying the option cannot be determined at this time, but will be based on \$250,000 divided by the Black-Scholes valuation of the option on the grant date. Once the number is determined, Ms. Underberg will file an amendment to this report.

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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