

KRAVIS HENRY R
Form 3
October 08, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| K K R Fund Holdings GP Ltd | | (Month/Day/Year) | EASTMAN KODAK CO [EK] | |
| (Last) | (First) | (Middle) | 09/29/2009 | |
| 9 WEST 57TH STREET 41ST FLOOR, A | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | |
| NEW YORK, A NY A 10019 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|---------------------------------------|--------------|------------|---|------------|--------|---|--|
| Warrants (right to buy) <u>(1)</u> | Â <u>(2)</u> | 09/29/2017 | Common Stock, \$2.50 par value | 37,297,084 | \$ 5.5 | I | See footnotes <u>(3)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> |
| Warrants (right to buy) <u>(1)</u> | Â <u>(2)</u> | 09/29/2017 | Common Stock, \$2.50 par value | 2,008,472 | \$ 5.5 | I | See footnotes <u>(4)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> |
| Warrants (right to buy) <u>(1)</u> | Â <u>(2)</u> | 09/29/2017 | Common Stock, \$2.50 par value | 694,444 | \$ 5.5 | I | See footnotes <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KKR Fund Holdings GP Ltd 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | Â | Â X | Â | Â |
| KKR Group Holdings L.P. 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | Â | Â X | Â | Â |
| KKR Group Ltd 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | Â | Â X | Â | Â |
| KKR & Co. L.P. 9 WEST 57TH STREET SUITE 4200 NEW YORK, NY 10019 | Â | Â X | Â | Â |
| KKR Management LLC 9 WEST 57TH STREET 41ST FLOOR NEW YORK, NY 10019 | Â | Â X | Â | Â |
| KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH ST NEW YORK, NY 10019 | Â | Â X | Â | Â |
| ROBERTS GEORGE R 2800 SAND HILL ROAD MENLO PARK, CA 94025 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| /s/ William J. Janetschek, KKR Fund Holdings GP Limited (9) | 10/08/2009 |
| **Signature of Reporting Person | Date |
| /s/ William J. Janetschek, KKR Group Holdings L.P. (10) | 10/08/2009 |
| **Signature of Reporting Person | Date |
| /s/ William J. Janetschek, KKR Group Limited (11) | 10/08/2009 |
| **Signature of Reporting Person | Date |
| /s/ William J. Janetschek, KKR & Co. L.P. (12) | 10/08/2009 |
| **Signature of Reporting Person | Date |
| /s/ William J. Janetschek, KKR & Co. L.P. (13) | 10/08/2009 |
| **Signature of Reporting Person | Date |
| /s/ William J. Janetschek, KKR Management LLC (14) | 10/08/2009 |
| **Signature of Reporting Person | Date |
| /s/ William J. Janetschek, KKR Management LLC (15) | 10/08/2009 |
| **Signature of Reporting Person | Date |
| /s/ William J. Janetschek, as Attorney-in-Fact for Henry R. Kravis | 10/08/2009 |
| **Signature of Reporting Person | Date |
| /s/ William J. Janetschek, as Attorney-in-Fact for George R. Roberts | 10/08/2009 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Warrants issued by Eastman Kodak Company.
 - (2) Immediately exercisable.
 - (3) These securities are directly held by KKR Jet Stream LLC. Each of KKR 2006 Fund (Overseas), Limited Partnership (as the managing member of KKR Jet Stream LLC); KKR Associates 2006 (Overseas), Limited Partnership (as the sole general partner of KKR 2006 Fund (Overseas), Limited Partnership); KKR 2006 Limited (as the sole general partner of KKR Associates 2006 (Overseas), Limited Partnership); and KKR Fund Holdings L.P. (as the sole shareholder of KKR 2006 Limited) may be deemed to beneficially own the shares of Common Stock issuable upon exercise of the Warrants held by KKR Jet Stream LLC. KKR Partners II (International), L.P. is also a member of KKR Jet Stream LLC.
 - (4) These securities are held by 8 North America Investor (Cayman) Limited. KKR Fund Holdings L.P. indirectly controls 8 North America Investor (Cayman) Limited and may be deemed to beneficially own the 2,008,472 shares of Common Stock issuable upon exercise of the Warrants held by 8 North America Investor (Cayman) Limited.
 - (5) These securities are held by OPERF Co-Investment LLC. KKR Fund Holdings L.P. indirectly controls OPERF Co-Investment LLC and may be deemed to beneficially own the 694,444 shares of Common Stock issuable upon exercise of the Warrants held by OPERF Co-Investment LLC.
 - (6) Each of KKR Fund Holdings GP Limited (as a general partner of KKR Fund Holdings L.P.), KKR Group Holdings L.P. (as a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited), KKR Group Limited (as the sole general partner of KKR Group Holdings L.P.), KKR & Co. L.P. (as the sole shareholder of KKR Group Limited), KKR Management LLC (as the sole general partner of KKR & Co. L.P.) and Henry R. Kravis and George R. Roberts (as the designated members of KKR Management LLC) may be deemed to have or share beneficial ownership of the 40,000,000 shares of Common Stock that may be deemed beneficially owned by KKR Fund Holdings L.P. through each of KKR Jet Stream LLC, 8 North America (Cayman) Limited,

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and OPERF Co-Investment LLC.

(7) Each of the Reporting Persons disclaims beneficial ownership of any securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any equity securities covered by this statement.

(8) Because no more than 10 reporting persons can file any one Form 3 through the SEC's EDGAR system, KKR Jet Stream LLC; KKR 2006 Fund (Overseas), Limited Partnership; KKR Associates 2006 (Overseas), Limited Partnership; KKR 2006 Limited; and KKR Fund Holdings L.P. have filed a separate Form 3.

Â

Remarks:

Exhibit 24 Powers of Attorney. (9) Mr. Janetschek is signing in his capacity as director of KKR

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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