

EASTMAN KODAK CO
Form 4
April 26, 2017

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 *
Kruchten Brad

(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)
04/24/2017

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)
Senior Vice President

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)
Common Stock, par value \$.01	04/24/2017		S ⁽¹⁾	3,400 D	\$ 10.56 13,595	D	
Common Stock, par value \$.01					90	I	By Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: EASTMAN KODAK CO - Form 4

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽²⁾					⁽²⁾ 09/03/2017	Common Stock, par value \$.01	5,888
Restricted Stock Units	\$ 0 ⁽³⁾					⁽³⁾ 09/03/2018	Common Stock, par value \$.01	20,350
Restricted Stock Units	\$ 0 ⁽⁴⁾					⁽⁴⁾ 09/03/2019	Common Stock, par value \$.01	26,958
Restricted Stock Units	\$ 0 ⁽⁵⁾					⁽⁵⁾ 09/03/2020	Common Stock, par value \$.01	27,632
Restricted Stock Units	\$ 0 ⁽⁶⁾					⁽⁶⁾ 08/24/2018	Common Stock, par value \$.01	4,871
Stock Option (Right to Buy)	\$ 23.78					⁽⁷⁾ 09/02/2021	Common Stock, par value \$.01	53,232
Stock Option (Right to Buy)	\$ 13.76					⁽⁸⁾ 09/02/2022	Common Stock, par value \$.01	73,044
Stock Option (Right to Buy)	\$ 15.58					⁽⁹⁾ 09/02/2023	Common Stock, par value	71,308

Buy)						\$.01	
Stock Option (Right to Buy)	\$ 15.2		<u>(10)</u>	11/14/2023		Common Stock, par value \$.01	65,935
125% Warrants to purchase Common Stock, par value \$.01	\$ 14.93			09/03/2013	09/03/2018	Common Stock, par value \$.01	943 <u>(11)</u>
135% Warrants to purchase Common Stock, par value \$.01	\$ 16.12			09/03/2013	09/03/2018	Common Stock, par value \$.01	943 <u>(11)</u>
125% Warrants to purchase Common Stock, par value \$.01	\$ 14.93			09/03/2013	09/03/2018	Common Stock, par value \$.01	31 <u>(11)</u>
135% Warrants to purchase Common Stock, par value \$.01	\$ 16.12			09/03/2013	09/03/2018	Common Stock, par value \$.01	31 <u>(11)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kruchten Brad EASTMAN KODAK COMPANY 343 STATE STREET ROCHESTER, NY 14650			Senior Vice President	

Signatures

/s/ Karen M. Kelly, Attorney-in-fact for Brad W. Kruchten

04/26/2017

__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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Kruchten on 3/24/17.
- (2) 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 9/3/14 grant date.
- (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 9/3/15 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 9/3/16 grant date.
- (5) These restricted stock units, which convert into common stock on a one-for-one basis, vest one-third on 9/3/18 and one-third on each of the first two anniversaries of such date.
- (6) 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 8/24/15 grant date.
- (7) This option vests one-third on each of the first three anniversaries of the 9/3/14 grant date.
- (8) This option vests one-third on each of the first three anniversaries of the 9/3/15 grant date.
- (9) This option vests one-third on each of the first three anniversaries of the 9/3/16 grant date.
- (10) This option vests one-third on 9/3/18 and one-third on each of the first two anniversaries of such date.

Each of these Warrants entitles the holder to purchase one share of common stock; however, for each Warrant exercised, the holder will receive a net share amount equal to the number of shares issuable upon the exercise multiplied by the closing sale price of the common stock on the exercise date minus the exercise price, divided by the closing sale price, together with cash for any fractional shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. FONT-FAMILY: WINGDINGS">

13

Percent of class represented by amount in Row (11)

12.31%* (See Item 5)

14

Type of reporting person

OO

* The calculation of this percentage is based on 10,349,381 shares of common stock outstanding, as reported in the Issuer's Form 10-Q filed on November 9, 2009.

Item 1. Security and Issuer.

This Amendment No. 2 to Schedule 13D on the Common Stock of American Safety Insurance Holdings LTD. (the Issuer) is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the Schedule 13D), which was originally filed on February 27, 2009 and amended on January 21, 2010. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meaning as set forth in the Schedule 13D.

Item 2. Identity and Background.

(a) - (c) The information previously provided in clauses (i) and (ii) in response to Item 2 is hereby updated as follows:

(i) Argo RE, Ltd., a Bermuda class 4 insurance company (Argo RE), owns 1,273,853 shares of Common Stock of the Issuer; and

(ii) Argo Group International Holdings, Ltd., a Bermuda company limited (AGII), may be deemed to beneficially own 1,273,853 shares of Common Stock of the Issuer, all of which are held by Argo RE, a wholly-owned subsidiary of AGII.

Item 5. Interest in Securities of the Issuer.

The information previously provided in response to Item 5 is hereby amended and supplemented as follows:

(a) The aggregate number and percentage of Common Stock of the Issuer deemed to be beneficially owned by Argo RE is 1,273,853 shares, which represents approximately 12.31% of the issued and outstanding Common Stock of the Issuer. The calculation of this percentage is based on 10,349,381 shares of Common Stock outstanding, as reported in the Issuer's Form 10-Q filed on November 9, 2009.

The aggregate number and percentage of Common Stock of the Issuer deemed to be beneficially owned by AGII is 1,273,853 shares, which represents approximately 12.31% of the issued and outstanding Common Stock of the Issuer. The calculation of this percentage is based on 10,349,381 shares of Common Stock outstanding, as reported in the Issuer's Form 10-Q filed on November 9, 2009.

(b) Argo RE, by virtue of its position as the holder of the 1,273,853 shares of Common Stock and AGII, by virtue of the fact that Argo RE is a wholly-owned subsidiary of AGII, may be deemed to have the shared power to vote and dispose of the Common Stock owned by Argo RE reported herein.

The filing of this Schedule 13D shall not be construed as an admission that any Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Exchange Act, or for any other purpose, the beneficial owner of any securities other than the securities stated herein to be beneficially owned by such Reporting Person.

(c) The following transactions in the Common Stock of the Issuer were effected during the past sixty days:

On February 22, 2010, Argo RE sold 27,889 shares of Common Stock of the Issuer on the open market. The weighted average price of these 27,889 shares was \$14.2557, and the range of sale prices was \$14.25 to \$14.34.

On February 23, 2010, Argo RE sold 9,600 shares of Common Stock of the Issuer on the open market. The weighted average price of these shares was \$14.2282, and the range of sale prices was \$14.15 to \$14.35.

On February 24, 2010, Argo RE sold 32,786 shares of Common Stock of the Issuer on the open market. The weighted average price of these shares was \$14.2528, and the range of sale prices was \$14.20 to \$14.34.

On February 25, 2010, Argo RE sold 55,150 shares of Common Stock of the Issuer on the open market. The weighted average price of these shares was \$14.1308, and the range of sale prices was \$14.11 to \$14.22.

On March 1, 2010, Argo RE sold 10,000 shares of Common Stock of the Issuer on the open market at a price of \$14.21 per share.

None of the persons set forth on Schedule A has effected any transactions in the Common Stock of the Issuer during the past sixty days.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits

EXHIBIT INDEX

Exhibit Number	Description
99.1	Joint Filing Agreement by and between Argo Group International Holdings, Ltd. and Argo RE, Ltd. dated as of March 1, 2010.

SIGNATURE

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

Date: March 1, 2010

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.

By: /s/ Jay S. Bullock
Name: Jay S. Bullock
Title: Executive Vice President and Chief Financial
Officer

ARGO RE, LTD.

By: /s/ Kevin Copeland
Name: Kevin Copeland
Title: Treasurer and Vice President

Exhibit 99.1

SCHEDULE 13D JOINT FILING AGREEMENT

The undersigned hereby agree as follows:

Each of them is individually eligible to use the Schedule 13D to which this Exhibit is attached, and such Schedule 13D is filed on behalf of each of them; and

Each of them is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other person making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: March 1, 2010

ARGO GROUP INTERNATIONAL HOLDINGS, LTD.

By: /s/ Jay S. Bullock
Name: Jay S. Bullock
Title: Executive Vice President and Chief Financial
Officer

ARGO RE, LTD.

By: /s/ Kevin Copeland
Name: Kevin Copeland
Title: Treasurer and Vice President