

BlueMountain Strategic Credit GP, LLC
 Form 4
 February 17, 2015

FORM 4

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

OMB APPROVAL

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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 *
 BlueMountain GP Holdings, LLC

(Last) (First) (Middle)

280 PARK AVENUE, 12TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/29/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12)	01/29/2015		J		29,844	A (9) (10)	2,991,266	D
Common Stock (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12)	01/29/2015		J		9,761	A (9) (10)	979,773	D
Common Stock (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12)	01/29/2015		J		1,908	A (9) (10)	191,428	D

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(3) (4) (5) (6)
(7) (8) (9) (10)
(11) (12)

Common
 Stock ^{(1) (2)}

(3) (4) (5) (6) 01/29/2015 J 3,268 A (9)
(7) (8) (9) (10) 325,159 D
(11) (12)

Common
 Stock ^{(1) (2)}

(3) (4) (5) (6) 01/29/2015 J 2,450 A (9)
(7) (8) (9) (10) 251,971 D
(11) (12)

Common
 Stock ^{(1) (2)}

(3) (4) (5) (6) 01/29/2015 J 18,554 A (9)
(7) (8) (9) (10) 1,907,698 D
(11) (12)

Common
 Stock ^{(1) (2)}

(3) (4) (5) (6) 01/29/2015 J 3,560 A (9)
(7) (8) (9) (10) 353,537 D
(11) (12)

Common
 Stock ^{(1) (2)}

(3) (4) (5) (6) 01/29/2015 J 1,786 A (9)
(7) (8) (9) (10) 183,709 D
(11) (12)

Common
 Stock ^{(1) (2)}

(3) (4) (5) (6) 01/29/2015 J 2,576 A (9)
(7) (8) (9) (10) 264,865 D
(11) (12)

Common
 Stock ^{(1) (2)}

(3) (4) (5) (6) 01/29/2015 J 1,668 A (9)
(7) (8) (9) (10) 171,471 D
(11) (12)

Common
 Stock ^{(1) (2)}

(3) (4) (5) (6) 01/29/2015 J 75,375 A (9)
(7) (8) (9) (10) 7,620,877 I
(11) (12)

See
 Footnotes
(1) (2) (3) (4)
(5) (6) (7) (8)
(9) (10) (12)

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

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 information contained in this form are not**

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 (9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
125% Warrants (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12)	\$ 14.93	01/29/2015		J	10,417	09/03/2013 09/03/2018	Common Stock 10,417
135% Warrants (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12)	\$ 16.12	01/29/2015		J	10,417	09/03/2013 09/03/2018	Common Stock 10,417
125% Warrants (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12)	\$ 14.93	01/29/2015		J	3,407	09/03/2013 09/03/2018	Common Stock 3,407
135% Warrants (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12)	\$ 16.12	01/29/2015		J	3,407	09/03/2013 09/03/2018	Common Stock 3,407
125% Warrants (1) (2) (3)	\$ 14.93	01/29/2015		J	666	09/03/2013 09/03/2018	Common Stock 666

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(4) (5) (6)
(7) (8) (9)
(10) (11)
(12)

135%

Warrants

(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(12)

\$ 16.12	01/29/2015	J	666	09/03/2013	09/03/2018	Common Stock	666
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125%

Warrants

(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(12)

\$ 14.93	01/29/2015	J	1,140	09/03/2013	09/03/2018	Common Stock	1,140
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135%

Warrants

(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(12)

\$ 16.12	01/29/2015	J	1,140	09/03/2013	09/03/2018	Common Stock	1,140
----------	------------	---	-------	------------	------------	--------------	-------

125%

Warrants

(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(12)

\$ 14.93	01/29/2015	J	856	09/03/2013	09/03/2018	Common Stock	856
----------	------------	---	-----	------------	------------	--------------	-----

135%

Warrants

(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(12)

\$ 16.12	01/29/2015	J	856	09/03/2013	09/03/2018	Common Stock	856
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125%

Warrants

(1) (2) (3)
(4) (5) (6)
(7) (8) (9)
(10) (11)
(12)

\$ 14.93	01/29/2015	J	6,477	09/03/2013	09/03/2018	Common Stock	6,477
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\$ 16.12	01/29/2015	J	6,477	09/03/2013	09/03/2018		6,477
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135% Warrants <u>(1) (2) (3)</u> <u>(4) (5) (6)</u> <u>(7) (8) (9)</u> <u>(10) (11)</u> <u>(12)</u>								Common Stock	
125% Warrants <u>(1) (2) (3)</u> <u>(4) (5) (6)</u> <u>(7) (8) (9)</u> <u>(10) (11)</u> <u>(12)</u>	\$ 14.93	01/29/2015	J	1,242	09/03/2013	09/03/2018		Common Stock	1,242
135% Warrants <u>(1) (2) (3)</u> <u>(4) (5) (6)</u> <u>(7) (8) (9)</u> <u>(10) (11)</u> <u>(12)</u>	\$ 16.12	01/29/2015	J	1,242	09/03/2013	09/03/2018		Common Stock	1,242
125% Warrants <u>(1) (2) (3)</u> <u>(4) (5) (6)</u> <u>(7) (8) (9)</u> <u>(10) (11)</u> <u>(12)</u>	\$ 14.93	01/29/2015	J	623	09/03/2013	09/03/2018		Common Stock	623
135% Warrants <u>(1) (2) (3)</u> <u>(4) (5) (6)</u> <u>(7) (8) (9)</u> <u>(10) (11)</u> <u>(12)</u>	\$ 16.12	01/29/2015	J	623	09/03/2013	09/03/2018		Common Stock	623
125% Warrants <u>(1) (2) (3)</u> <u>(4) (5) (6)</u> <u>(7) (8) (9)</u> <u>(10) (11)</u> <u>(12)</u>	\$ 14.93	01/29/2015	J	899	09/03/2013	09/03/2018		Common Stock	899
135% Warrants <u>(1) (2) (3)</u> <u>(4) (5) (6)</u> <u>(7) (8) (9)</u>	\$ 16.12	01/29/2015	J	899	09/03/2013	09/03/2018		Common Stock	899

(10) (11)
(12)

125%

Warrants

(1) (2) (3)

(4) (5) (6)

\$ 14.93 01/29/2015

J

582

09/03/2013 09/03/2018

Common
Stock

582

(7) (8) (9)

(10) (11)

(12)

135%

Warrants

(1) (2) (3)

(4) (5) (6)

\$ 16.12 01/29/2015

J

582

09/03/2013 09/03/2018

Common
Stock

582

(7) (8) (9)

(10) (11)

(12)

125%

Warrants

(1) (2) (3)

(4) (5) (6)

\$ 14.93 01/29/2015

J

26,309

09/03/2013 09/03/2018

Common
Stock

26,309

(7) (8) (9)

(10) (11)

(12)

135%

Warrants

(1) (2) (3)

(4) (5) (6)

\$ 16.12 01/29/2015

J

26,309

09/03/2013 09/03/2018

Common
Stock

26,309

(7) (8) (9)

(10) (11)

(12)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BlueMountain GP Holdings, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017		X		
BlueMountain Long/Short Credit & Distressed Reflection Fund, a sub fund of AAI BlueMountain Fund PLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017		X		
BlueMountain Monteners Master Fund SCA SICAV-SIF 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017		X		

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BlueMountain Monteners GP S.a.r.l. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017	X
BlueMountain Credit Opportunities Master Fund I L.P. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017	X
BlueMountain Credit Opportunities GP I, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017	X
BlueMountain Distressed Master Fund L.P. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017	X
BlueMountain Distressed GP, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017	X
BlueMountain Strategic Credit Master Fund L.P. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017	X
BlueMountain Strategic Credit GP, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017	X

Signatures

BlueMountain GP Holdings, LLC, By: /s/ Paul Friedman, Chief Compliance Officer	02/17/2015
__Signature of Reporting Person	Date
BlueMountain Long/Short Credit & Distressed Reflection Fund, a sub fund of AAI BlueMountain Fund PLC, By: BlueMountain Capital Management, LLC, By: /s/ Paul Friedman, Chief Compliance Officer	02/17/2015
**Signature of Reporting Person	Date
BlueMountain Monteners Master Fund SCA SICAV-SIF, By: BlueMountain Monteners GP S.a r.l., By: /s/ Paul Friedman, Authorized Person	02/17/2015
**Signature of Reporting Person	Date
BlueMountain Monteners GP S.a r.l., By: /s/ Paul Friedman, Authorized Person	02/17/2015
**Signature of Reporting Person	Date
BlueMountain Credit Opportunities Master Fund I L.P., By: BlueMountain Credit Opportunities GP I, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Paul Friedman, Chief Compliance Officer	02/17/2015
**Signature of Reporting Person	Date
BlueMountain Credit Opportunities GP I, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Paul Friedman, Chief Compliance Officer	02/17/2015
**Signature of Reporting Person	Date

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BlueMountain Distressed Master Fund L.P., By: BlueMountain Distressed GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Paul Friedman, Chief Compliance Officer	02/17/2015
__Signature of Reporting Person	Date
BlueMountain Distressed GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Paul Friedman, Chief Compliance Officer	02/17/2015
__Signature of Reporting Person	Date
BlueMountain Strategic Credit Master Fund L.P., By: BlueMountain Strategic Credit GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Paul Friedman, Chief Compliance Officer	02/17/2015
__Signature of Reporting Person	Date
BlueMountain Strategic Credit GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Paul Friedman, Chief Compliance Officer	02/17/2015
__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) The filing of this Form 4 shall not be construed as an admission that any of BlueMountain Capital Management, LLC ("BMCM"), GP Holdings (as defined in Footnote 8) or the General Partners (as defined in Footnote 7) is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise the beneficial owner of any of (i) the shares of Common Stock, par value \$0.01 per share (the "Common Stock") of Eastman Kodak Company (the "Issuer"), (ii) any warrants to purchase shares of Common Stock at an exercise price of \$14.93 (the "125% Warrants") or (iii) any warrants to purchase shares of Common Stock at an exercise price of \$16.12 (the "135% Warrants"). Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of BMCM, GP Holdings and the General Partners disclaims such beneficial ownership, except to the extent of its respective pecuniary interest.

(2) BMCM is the investment manager of each of: (i) Blue Mountain Credit Alternatives Master Fund L.P. ("BMCA"), which is the direct beneficial owner of 2,991,266 shares of Common Stock, 102,669 125% Warrants and 102,669 135% Warrants; (ii) BlueMountain Long/Short Credit Master Fund L.P. ("BMLSC"), which is the direct beneficial owner of 979,773 shares of Common Stock, 33,628 125% Warrants and 33,628 135% Warrants; (iii) BlueMountain Guadalupe Peak Fund L.P. ("BMGP"), which is the direct beneficial owner of 191,428 shares of Common Stock, 6,570 125% Warrants and 6,570 135% Warrants; (iv) BlueMountain Timberline Ltd. ("BMT"), which is the direct beneficial owner of 325,159 shares of Common Stock, 11,159 125% Warrants and 11,159 135% Warrants; (v) BlueMountain Kicking Horse Fund L.P. ("BMKH"), which is the direct beneficial owner of 251,971 shares of Common Stock, 8,648 125% Warrants and 8,648 135% Warrants;

(3) (vi) BlueMountain Credit Opportunities Master Fund I L.P. ("BMCO"), which is the direct beneficial owner of 1,907,698 shares of Common Stock, 65,478 125% Warrants and 65,478 135% Warrants; (vii) BlueMountain Distressed Master Fund L.P. ("BMD"), which is the direct beneficial owner of 353,537 shares of Common Stock, 12,133 125% Warrants and 12,133 135% Warrants; (viii) BlueMountain Monteners Master Fund SCA SICAV-SIF ("BMM"), which is the direct beneficial owner of 183,709 shares of Common Stock, 6,304 125% Warrants and 6,304 135% Warrants; (ix) BlueMountain Strategic Credit Master Fund L.P. ("BMSC" and together with BMCA, BMLSC, BMGP, BMKH, BMM, BMCO and BMD, the "Partnerships," and the Partnerships together with BMT, the "Funds"), which is the direct beneficial owner of 264,865 shares of Common Stock, 9,090 125% Warrants and 9,090 135% Warrants; and

(4) (x) BlueMountain Long/Short Credit & Distressed Reflection Fund, a sub fund of AAI BlueMountain Fund plc ("AAI"), which is the direct beneficial owner of 171,471 shares of Common Stock, 5,884 125% Warrants and 5,884 135% Warrants. The shareholding information set forth in Footnotes 2 and 3 and this Footnote 4 is as of January 29, 2015.

(5) BMCM, although it directs the voting and disposition of the Common Stock held by the Funds and AAI, only receives an asset-based fee relating to the Common Stock held by the Funds and an asset-based and performance-based fee relating to the Common Stock held by AAI.

(6) (i) Blue Mountain CA Master Fund GP, Ltd. ("BMCA GP") is the general partner of BMCA and has an indirect profits interest in the Common Stock beneficially owned by it; (ii) BlueMountain Long/Short Credit GP, LLC ("BMLSC GP") is the general partner of each of BMLSC and BMGP and has an indirect profits interest in the Common Stock beneficially owned by each of them; (iii) BlueMountain Kicking Horse Fund GP, LLC ("BMKH GP") is the general partner of BMKH and has an indirect profits interest in the Common Stock beneficially owned by it; (iv) BlueMountain Monteners GP S.a.r.l. ("BMM GP") is the general partner of BMM and has an indirect profits interest in the Common Stock beneficially owned by it; (v) BlueMountain Credit Opportunities GP I, LLC ("BMCO GP") is the

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general partner of BMCO and has an indirect profits interest in the Common Stock beneficially owned by it;

(7) (vi) BlueMountain Distressed GP, LLC ("BMD GP") is the general partner of BMD and has an indirect profits interest in the Common Stock beneficially owned by it; (vii) BlueMountain Strategic Credit GP, LLC ("BMSC GP" and together with BMCA GP, BMLSC GP, BMKH GP, BMM GP, BMCO GP and BMD GP, the "General Partners") is the general partner of BMSC and has an indirect profits interest in the Common Stock beneficially owned by it.

(8) BlueMountain GP Holdings, LLC ("GP Holdings") is the sole owner of each of the General Partners (other than BMM GP) and thus has an indirect profits interests in the Common Stock beneficially owned by each of the Partnerships (other than BMM).

Pursuant to the First Amended Joint Plan of Reorganization of the Issuer, holders of Class 4 General Unsecured Claims and Class 6 Retiree Settlement Unsecured Claims (together, "Allowed Unsecured Claims") with respect to the Issuer were issued Common Stock and warrants to purchase shares of Common Stock ("Warrants") in respect of a portion of such claims. BMCA held a total of \$112,481,917 in Allowed Unsecured Claims; BMLSC held a total of \$44,041,361 in Allowed Unsecured Claims, BMT held a total of \$12,227,029 in Allowed Unsecured Claims; BMKH held a total of \$9,475,000 in Allowed Unsecured Claims; BMCO held a total of \$71,736,000 in Allowed Unsecured Claims; BMD held a total of \$13,294,462 in Allowed Unsecured Claims; BMM held a total of \$6,908,000 in Allowed Unsecured Claims; BMSC held a total of \$9,960,000 in Allowed Unsecured Claims; and AAI held a total of \$6,448,000 in Allowed Unsecured Claims.

(10) The shares of Common Stock, 125% Warrants and 135% Warrants that are the subject of this Form 4 represent a distribution in respect of such Allowed Unsecured Claims.

(11) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16(a)-3(j) under the Exchange Act. The Form 4 for certain additional Reporting Persons is being filed separately and simultaneously with this Form 4 due to the limitation of ten Reporting Persons per filing.

On January 29, 2015: (i) BMCA acquired 29,844 shares of Common Stock, 10,417 125% Warrants and 10,417 135% Warrants; (ii) BMLSC acquired 9,761 shares of Common Stock, 3,407 125% Warrants and 3,407 135% Warrants; (iii) BMGP acquired 1,908 shares of Common Stock, 666 125% Warrants and 666 135% Warrants; (iv) BMT acquired 3,268 shares of Common Stock, 1,140 125% Warrants and 1,140 135% Warrants; (v) BMKH acquired 2,450 shares of Common Stock, 856 125% Warrants and 856 135% Warrants; (vi) BMCO acquired 18,554 shares of Common Stock, 6,477 125% Warrants and 6,477 135% Warrants; (vii) BMD acquired 3,560 shares of Common Stock, 1,242 125% Warrants and 1,242 135% Warrants; (viii) BMM acquired 1,786 shares of Common Stock, 623 125% Warrants and 623 135% Warrants; (ix) BMSC acquired 2,576 shares of Common Stock, 899 125% Warrants and 899 135% Warrants; and (x) AAI acquired 1,668 shares of Common Stock, 582 125% Warrants and 582 135% Warrants.

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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