

BlueMountain Distressed GP, LLC

Form 4/A

December 01, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

07/15/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)
10/09/2013

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12)	07/15/2014		J	30,102 A (9) (10)	2,961,422	D	
Common Stock (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12)	07/15/2014		J	9,874 A (9) (10)	970,012	D	
Common Stock (1) (2)	07/15/2014		J	1,928 A (9) (10)	189,520	D	

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

Common
Stock (1) (2)

(3) (4) (5) (6) 07/15/2014 J 3,248 A (9) 321,891 D
(7) (8) (9) (10)
(11) (12)

Common
Stock (1) (2)

(3) (4) (5) (6) 07/15/2014 J 2,599 A (9) 249,521 D
(7) (8) (9) (10)
(11) (12)

Common
Stock (1) (2)

(3) (4) (5) (6) 07/15/2014 J 19,676 A (9) 1,889,144 D
(7) (8) (9) (10)
(11) (12)

Common
Stock (1) (2)

(3) (4) (5) (6) 07/15/2014 J 3,525 A (9) 349,977 D
(7) (8) (9) (10)
(11) (12)

Common
Stock (1) (2)

(3) (4) (5) (6) 07/15/2014 J 1,895 A (9) 181,923 D
(7) (8) (9) (10)
(11) (12)

Common
Stock (1) (2)

(3) (4) (5) (6) 07/15/2014 J 2,732 A (9) 262,289 D
(7) (8) (9) (10)
(11) (12)

Common
Stock (1) (2)

(3) (4) (5) (6) 07/15/2014 J 1,768 A (9) 169,803 D
(7) (8) (9) (10)
(11) (12)

Common
Stock (1) (2)

(3) (4) (5) (6) 07/15/2014 J 77,347 A (9) 7,545,502 I
(7) (8) (9) (10)
(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.

Persons who respond to the collection of
information contained in this form are not

SEC 1474
(9-02)

**required to respond unless the form
displays a currently valid OMB control
number.**

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	07/15/2014		J		10,461		09/03/2013	09/03/2018	Common Stock	10,461
135% Warrants (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12)	\$ 16.12	07/15/2014		J		10,461		09/03/2013	09/03/2018	Common Stock	10,461
125% Warrants (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12)	\$ 14.93	07/15/2014		J		3,431		09/03/2013	09/03/2018	Common Stock	3,431
135% Warrants (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12)	\$ 16.12	07/15/2014		J		3,431		09/03/2013	09/03/2018	Common Stock	3,431
125% Warrants (1) (2) (3)	\$ 14.93	07/15/2014		J		670		09/03/2013	09/03/2018	Common Stock	670

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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	07/15/2014	J	670	09/03/2013	09/03/2018	Common Stock	670
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125%
Warrants

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

\$ 14.93	07/15/2014	J	1,129	09/03/2013	09/03/2018	Common Stock	1,129
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135%
Warrants

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

\$ 16.12	07/15/2014	J	1,129	09/03/2013	09/03/2018	Common Stock	1,129
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125%
Warrants

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

\$ 14.93	07/15/2014	J	903	09/03/2013	09/03/2018	Common Stock	903
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135%
Warrants

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

\$ 16.12	07/15/2014	J	903	09/03/2013	09/03/2018	Common Stock	903
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125%
Warrants

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

\$ 14.93	07/15/2014	J	6,838	09/03/2013	09/03/2018	Common Stock	6,838
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\$ 16.12	07/15/2014	J	6,838	09/03/2013	09/03/2018		6,838
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135% Warrants <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>								Common Stock	
125% Warrants <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>	\$ 14.93	07/15/2014	J	1,226	09/03/2013	09/03/2018		Common Stock	1,226
135% Warrants <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>	\$ 16.12	07/15/2014	J	1,226	09/03/2013	09/03/2018		Common Stock	1,226
125% Warrants <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>	\$ 14.93	07/15/2014	J	658	09/03/2013	09/03/2018		Common Stock	658
135% Warrants <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>	\$ 16.12	07/15/2014	J	658	09/03/2013	09/03/2018		Common Stock	658
125% Warrants <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u>	\$ 14.93	07/15/2014	J	949	09/03/2013	09/03/2018		Common Stock	949
135% Warrants <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u>	\$ 16.12	07/15/2014	J	949	09/03/2013	09/03/2018		Common Stock	949

(10) (11)
(12)

125%

Warrants

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

\$ 14.93	07/15/2014	J	614	09/03/2013	09/03/2018	Common Stock	614
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(10) (11)
(12)

135%

Warrants

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

\$ 16.12	07/15/2014	J	614	09/03/2013	09/03/2018	Common Stock	614
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(10) (11)
(12)

125%

Warrants

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

\$ 14.93	07/15/2014	J	26,879	09/03/2013	09/03/2018	Common Stock	26,879
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(10) (11)
(12)

135%

Warrants

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

\$ 16.12	07/15/2014	J	26,879	09/03/2013	09/03/2018	Common Stock	26,879
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(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 Montenvers Master Fund SCA SICAV-SIF 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017		X		

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BlueMountain Montenvers 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	12/01/2014
__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	12/01/2014
__Signature of Reporting Person	Date
BlueMountain Montenvers Master Fund SCA SICAV-SIF, By: BlueMountain Montenvers GP S.a r.l., By: /s/ Paul Friedman, Authorized Person	12/01/2014
__Signature of Reporting Person	Date
BlueMountain Montenvers GP S.a r.l., By: /s/ Paul Friedman, Authorized Person	12/01/2014
__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	12/01/2014
__Signature of Reporting Person	Date
BlueMountain Credit Opportunities GP I, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Paul Friedman, Chief Compliance Officer	12/01/2014
__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	12/01/2014
__Signature of Reporting Person	Date
BlueMountain Distressed GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Paul Friedman, Chief Compliance Officer	12/01/2014
__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	12/01/2014
__Signature of Reporting Person	Date
BlueMountain Strategic Credit GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Paul Friedman, Chief Compliance Officer	12/01/2014
__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).
- 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
- (1) 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.
- 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 2,961,422 shares of Common Stock, 92,252 125% Warrants and 92,252 135% Warrants; (ii) BlueMountain Long/Short Credit Master Fund L.P. ("BMLSC"), which is the direct beneficial owner of 970,012 shares of Common Stock, 30,221 125% Warrants and 30,221 135% Warrants; (iii) BlueMountain Guadalupe Peak Fund L.P. ("BMGP"), which is the direct beneficial
- (2) owner of 189,520 shares of Common Stock, 5,904 125% Warrants and 5,904 135% Warrants; (iv) BlueMountain Timberline Ltd. ("BMT"), which is the direct beneficial owner of 321,891 shares of Common Stock, 10,019 125% Warrants and 10,019 135% Warrants; (v) BlueMountain Kicking Horse Fund L.P. ("BMKH"), which is the direct beneficial owner of 249,521 shares of Common Stock, 7,792 125% Warrants and 7,792 135% Warrants;
- (vi) BlueMountain Credit Opportunities Master Fund I L.P. ("BMCO"), which is the direct beneficial owner of 1,889,144 shares of Common Stock, 59,001 125% Warrants and 59,001 135% Warrants; (vii) BlueMountain Distressed Master Fund L.P. ("BMD"), which is the direct beneficial owner of 349,977 shares of Common Stock, 10,891 125% Warrants and 10,891 135% Warrants; (viii)
- (3) BlueMountain Montenvers Master Fund SCA SICAV-SIF ("BMM"), which is the direct beneficial owner of 181,923 shares of Common Stock, 5,681 125% Warrants and 5,681 135% 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 262,289 shares of Common Stock, 8,191 125% Warrants and 8,191 135% Warrants; and
- (x) BlueMountain Long/Short Credit & Distressed Reflection Fund, a sub fund of AAI BlueMountain Fund plc ("AAI"), which is the
- (4) direct beneficial owner of 169,803 shares of Common Stock, 5,302 125% Warrants and 5,302 135% Warrants. The shareholding information set forth in Footnotes 2 and 3 and this Footnote 4 is as of July 15, 2014.
- BMCM, although it directs the voting and disposition of the Common Stock held by the Funds and AAI, only receives an asset-based
- (5) 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 Montenvers 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.

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

- (11) additional Reporting Persons is being filed separately and simultaneously with this Form 4 due to the limitation of ten Reporting Persons per filing.

On July 15, 2014: (i) BMCA acquired 30,102 shares of Common Stock, 10,461 125% Warrants and 10,461 135% Warrants; (ii) BMLSC acquired 9,874 shares of Common Stock, 3,431 125% Warrants and 3,431 135% Warrants; (iii) BMGP acquired 1,928 shares of Common Stock, 670 125% Warrants and 670 135% Warrants; (iv) BMT acquired 3,248 shares of Common Stock, 1,129 125% Warrants and 1,129 135% Warrants; (v) BMKH acquired 2,599 shares of Common Stock, 903 125% Warrants and 903 135% Warrants; (vi) BMCO acquired 19,676 shares of Common Stock, 6,838 125% Warrants and 6,838 135% Warrants; (vii) BMD acquired 3,525 shares of Common Stock, 1,226 125% Warrants and 1,226 135% Warrants; (viii) BMM acquired 1,895 shares of Common Stock, 658 125% Warrants and 658 135% Warrants; (ix) BMSC acquired 2,732 shares of Common Stock, 949 125% Warrants and 949 135% Warrants; and (x) AAI acquired 1,768 shares of Common Stock, 614 125% Warrants and 614 135% 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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