

GSO Special Situations Fund LP
 Form 4
 February 20, 2015

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

OMB APPROVAL

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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 *
 GSO CAPITAL PARTNERS LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 345 PARK AVENUE,
 (Street)

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

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

NEW YORK, NY 10154

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/29/2015 | | J | | 11,822 | A | Ⓛ | 3,145,099 | I | See Footnotes (2) (6) (11) (12) (13) (14) |
| Common Stock | 01/29/2015 | | J | | 11,008 | A | Ⓛ | 2,958,768 | I | See Footnotes (3) (6) (11) (12) (13) (14) |
| Common Stock | 01/29/2015 | | J | | 3,639 | A | Ⓛ | 986,236 | I | See Footnotes (4) (11) (12) (13) (14) |

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| | | | | | | | | |
|--------------|------------|---|-------|---|------------|-----------|---|---------------------------------------|
| Common Stock | 01/29/2015 | J | 4,566 | A | <u>(1)</u> | 1,226,470 | I | See Footnotes (5) (11) (12) (13) (14) |
| Common Stock | | | | | | 48,006 | I | See Footnotes (7) (10) (12) (13) (14) |
| Common Stock | | | | | | 13,853 | I | See Footnotes (8) (10) (12) (13) (14) |
| Common Stock | | | | | | 1,846 | I | See Footnotes (9) (10) (12) (13) (14) |

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)

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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 125% Warrants | \$ 14.93 | 01/29/2015 | | J | 4,126 | 09/03/2013 09/03/2018 | Common Stock | 4,126 | |
| 125% Warrants | \$ 14.93 | 01/29/2015 | | J | 3,843 | 09/03/2013 09/03/2018 | Common Stock | 3,843 | |
| | \$ 14.93 | 01/29/2015 | | J | 1,269 | 09/03/2013 09/03/2018 | | 1,269 | |

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| | | | | | | | | Common Stock | |
|---------------|----------|------------|---|-------|------------|------------|--------------|--------------|--|
| 125% Warrants | | | | | | | | | |
| 125% Warrants | \$ 14.93 | 01/29/2015 | J | 1,593 | 09/03/2013 | 09/03/2018 | Common Stock | 1,593 | |
| 135% Warrants | \$ 16.12 | 01/29/2015 | J | 4,126 | 09/03/2013 | 09/03/2018 | Common Stock | 4,126 | |
| 135% Warrants | \$ 16.12 | 01/29/2015 | J | 3,843 | 09/03/2013 | 09/03/2018 | Common Stock | 3,843 | |
| 135% Warrants | \$ 16.12 | 01/29/2015 | J | 1,269 | 09/03/2013 | 09/03/2018 | Common Stock | 1,269 | |
| 135% Warrants | \$ 16.12 | 01/29/2015 | J | 1,593 | 09/03/2013 | 09/03/2018 | Common Stock | 1,593 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| GSO Special Situations Fund LP C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| GSO Special Situations Overseas Master Fund Ltd. C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| GSO Palmetto Opportunistic Investment Partners LP C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |

GSO Palmetto Opportunistic Associates LLC
 C/O GSO CAPITAL PARTNERS LP
 345 PARK AVENUE
 NEW YORK, NY 10154 X

GSO Credit-A Partners LP
 C/O GSO CAPITAL PARTNERS LP
 345 PARK AVENUE
 NEW YORK, NY 10154 X

GSO Credit-A Associates LLC
 C/O GSO CAPITAL PARTNERS LP
 345 PARK AVENUE
 NEW YORK, NY 10154 X

Goodman Bennett J
 C/O GSO CAPITAL PARTNERS LP
 345 PARK AVENUE
 NEW YORK, NY 10154 X

Smith J Albert III
 C/O GSO CAPITAL PARTNERS LP
 345 PARK AVENUE
 NEW YORK, NY 10154 X

Ostrover Douglas I
 C/O GSO CAPITAL PARTNERS LP
 345 PARK AVENUE
 NEW YORK, NY 10154 X

Signatures

GSO SPECIAL SITUATIONS FUND LP, By: GSO Capital Partners LP, its Investment Manager, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory 02/20/2015
 __Signature of Reporting Person Date

GSO SPECIAL SITUATIONS OVERSEAS MASTER FUND, LTD., By: GSO Capital Partners LP, its Investment Manager, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory 02/20/2015
 __Signature of Reporting Person Date

GSO PALMETTO OPPORTUNISTIC INVESTMENT PARTNERS LP, By: GSO Palmetto Opportunistic Associates LLC, its general partner, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory 02/20/2015
 __Signature of Reporting Person Date

GSO CREDIT-A PARTNERS LP, By: GSO Credit-A Associates LLC, its general partner, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory 02/20/2015
 __Signature of Reporting Person Date

GSO PALMETTO OPPORTUNISTIC ASSOCIATES LLC, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory 02/20/2015
 __Signature of Reporting Person Date

GSO CREDIT-A ASSOCIATES LLC, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory 02/20/2015

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| <u>Signature of Reporting Person</u> | Date |
|---|------------|
| GSO CAPITAL PARTNERS LP, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Authorized Signatory | 02/20/2015 |
| <u>Signature of Reporting Person</u> | Date |
| BENNETT J. GOODMAN, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Attorney-in-Fact | 02/20/2015 |
| <u>Signature of Reporting Person</u> | Date |
| J. ALBERT SMITH III, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Attorney-in-Fact | 02/20/2015 |
| <u>Signature of Reporting Person</u> | Date |
| DOUGLAS I. OSTROVER, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Attorney-in-Fact | 02/20/2015 |
| <u>Signature of Reporting Person</u> | 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).
- Pursuant to the First Amended Joint Plan of Reorganization of Eastman Kodak Company (the "Issuer"), holders of Class 4 General Unsecured Claims and Class 6 Retiree Settlement Unsecured Claims (together, "Allowed Unsecured Claims") with respect to Eastman Kodak Co. were issued Common Stock of the Issuer ("Common Stock") and warrants to purchase shares of Common Stock ("Warrants") in respect of a portion of such claims. GSO Special Situations Fund LP held a total of \$45,710,491 in Allowed Unsecured Claims, GSO Special Situations Overseas Master Fund Ltd. held a total of \$42,564,465 in Allowed Unsecured Claims, GSO Palmetto Opportunistic Investment Partners LP held a total of \$14,070,050 in Allowed Unsecured Claims and GSO Credit-A Partners LP held a total of \$17,654,994 in Allowed Unsecured Claims. The shares of Common Stock and Warrants that are the subject of this Form 4 represent a distribution in respect of such Allowed Unsecured Claims.
- (1) GSO Special Situations Fund LP directly holds these securities.
 - (2) GSO Special Situations Overseas Master Fund Ltd. directly holds these securities. GSO Special Situations Overseas Master Fund Ltd. is a wholly-owned subsidiary of GSO Special Situations Overseas Fund Ltd.
 - (3) GSO Palmetto Opportunistic Investment Partners LP directly holds these securities. GSO Palmetto Opportunistic Associates LLC is the general partner of GSO Palmetto Opportunistic Investment Partners LP. GSO Holdings I L.L.C. is the managing member of GSO Palmetto Opportunistic Associates LLC.
 - (4) GSO Credit-A Partners LP directly holds these securities (together with GSO Special Situations Fund LP, GSO Special Situations Overseas Master Fund Ltd. and GSO Palmetto Opportunistic Investment Partners LP, the "GSO Funds"). GSO Credit-A Associates LLC is the general partner of GSO Credit-A Partners LP. GSO Holdings I L.L.C. is the managing member of GSO Credit-A Associates LLC.
 - (5) GSO Capital Partners LP is the investment manager of each of GSO Special Situations Fund LP, GSO Special Situations Overseas Fund Ltd. and GSO Special Situations Overseas Master Fund Ltd. GSO Advisor Holdings L.L.C. is the general partner of GSO Capital Partners LP.
 - (6) FS Investment Corporation directly holds these shares of Common Stock.
 - (7) Locust Street Funding LLC directly holds these shares of Common Stock.
 - (8) FS Investment Corporation II directly holds these shares of Common Stock (together with FS Investment Corporation and Locust Street Funding LLC, the "FS Funds").
 - (9) FB Income Advisor, LLC and FSIC II Advisor, LLC are the investment managers of FS Investment Corporation and FS Investment Corporation II, respectively. FS Investment Corporation is the sole member of Locust Street Funding LLC. In addition, each of Michael C. Forman, David J. Adelman, Gerald F. Stahlecker and Zachary Klehr may be deemed to have shared investment control with respect to the shares of Common Stock held by the FS Funds.
 - (10) Blackstone Holdings I L.P. is the sole member of each of GSO Advisor Holdings L.L.C. and GSO Holdings I L.L.C. Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings I L.P. The Blackstone Group L.P. is the controlling shareholder of Blackstone Holdings I/II GP Inc. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P. Stephen A.
 - (11)

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Schwarzman is the founding member of Blackstone Group Management L.L.C. In addition, each of Bennett J. Goodman, J. Albert Smith III and Douglas I. Ostrover may be deemed to have shared investment control with respect to the securities held by the GSO Funds.

- (12) Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 4.
- (13) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

- (14) Each of the Reporting Persons (other than each of the GSO Funds and the FS Funds to the extent they directly hold securities of the Issuer), disclaims beneficial ownership of the securities held by each of the GSO Funds and the FS Funds, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than each of the GSO Funds and the FS Funds to the extent they directly hold securities of the Issuer) states that the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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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