

EASTMAN KODAK CO
Form 8-K
June 02, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 2, 2014

Eastman Kodak Company

(Exact name of registrant as specified in its charter)

| | | |
|---|----------------------------------|--|
| New Jersey (State or other Jurisdiction of Incorporation) | 1-87 (Commission File Number) | 16-0417150 (IRS Employer Identification No.) |
|---|----------------------------------|--|

| | |
|---|---------------------|
| 343 State Street, Rochester, New York (Address of Principal Executive Offices) | 14650 (Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (585) 724-4000

Not Applicable
(Former name or former address if changed
since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- “ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07

Submission of Matters to a Vote of Security Holders.

The 2014 Annual Meeting of Shareholders of Eastman Kodak Company (the Company) was held on Wednesday, May 28, 2014 at the W Hotel New York, 541 Lexington Avenue, New York, New York 10022. The Company filed its definitive Proxy Statement for the proposals voted upon at the Annual Meeting with the Securities and Exchange Commission on April 15, 2014. As of March 31 2014, the record date for the Annual Meeting, there were 41,676,237 shares of common stock issued and outstanding. A quorum of 32,179,200 shares of common stock was present or represented at the Annual Meeting.

The matters submitted to a vote of security holders at the 2014 Annual Meeting of the Company were as follows:

- Shareholders elected each of the Company's nine nominees for director to serve a term of one year to expire at the 2015 Annual Meeting of Shareholders or until their successors are duly elected and qualified, as set forth below:

| Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---------------------|------------|---------------|-------------|------------------|
| Mark S. Burgess | 30,825,717 | 614,862 | 2,274 | 736,347 |
| Jeffrey J. Clarke | 30,823,206 | 617,373 | 2,274 | 736,347 |
| James V. Continenza | 30,823,429 | 617,150 | 2,274 | 736,347 |
| Matthew A. Doheny | 30,825,374 | 615,205 | 2,274 | 736,347 |
| John A. Janitz | 30,825,047 | 615,433 | 2,373 | 736,347 |
| George Karfunkel | 30,823,280 | 617,299 | 2,274 | 736,347 |
| Jason New | 30,823,415 | 617,164 | 2,274 | 736,347 |
| William G. Parrett | 30,825,273 | 615,242 | 2,338 | 736,347 |
| Derek Smith | 30,825,038 | 615,574 | 2,241 | 736,347 |

- Shareholders ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm, as set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 32,165,148 | 12,002 | 2,050 | 0 |

- Shareholders approved, through an advisory vote, the compensation of the Company's Named Executive Officers, as set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 30,568,633 | 870,690 | 3,530 | 736,347 |

- Shareholders approved, through an advisory vote, an annual frequency for the advisory vote on compensation of the Company's Named Executive Officers. Shareholder voting on this proposal is set forth below:

| Votes for 1-year Frequency | Votes for 2-year Frequency | Votes for 3-year Frequency | Abstentions | Broker Non-Votes |
|----------------------------|----------------------------|----------------------------|-------------|------------------|
| 31,386,975 | 5,244 | 45,927 | 4,707 | 736,347 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EASTMAN KODAK COMPANY

By: /s/Patrick M. Sheller
Patrick M. Sheller,
Secretary

Date: June 2, 2014

