

EASTMAN CHEMICAL CO  
Form 8-A12B  
November 21, 2016

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**EASTMAN CHEMICAL COMPANY**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**200 South Wilcox Drive**

**Kingsport, Tennessee**

**62-1539359**  
**(IRS Employer**  
**Identification No.)**

**37662**

(Address of principal executive offices)

(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of exchange on which each class is to be registered</b>
<b>1.875% Notes due 2026</b>	<b>New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

**Securities Act registration statement file number to which this form relates:**

**333-204119**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

(Title of Class)

Eastman Chemical Company (the Company ) has filed with the Securities and Exchange Commission (the Commission ) pursuant to Rule 424(b) under the Securities Act of 1933 ( Rule 424(b) ) a prospectus supplement dated November 16, 2016 (the Prospectus Supplement ) to a prospectus dated May 13, 2015 contained in the Company s effective Registration Statement on Form S-3 (Registration No. 333-204119), which Registration Statement was filed with the Securities and Exchange Commission on May 13, 2015 (the Prospectus ), relating to the securities to be registered hereunder. The Company incorporates by reference the Prospectus and the Prospectus Supplement to the extent set forth below.

**Item 1. Description of Registrant s Securities to be Registered.**

The information required by this item is incorporated by reference to the information contained in the sections captioned Description of Notes in the Prospectus Supplement and Description of Debt Securities in the Prospectus.

**Item 2. Exhibits.**

Exhibit Number	Description
4.1	Indenture, dated as of June 5, 2012, between Eastman Chemical Company and Wells Fargo Bank, as Trustee (incorporated herein by reference to Exhibit 4.1 to the Company s Current Report on Form 8-K dated June 5, 2012).
4.2	Form of 1.875% Note due 2026 (incorporated herein by reference to Exhibit 4.3 to the Company s Current Report on Form 8-K dated November 21, 2016).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

EASTMAN CHEMICAL COMPANY

By: /s/ Brian L. Henry  
Brian L. Henry  
Senior Securities Governance Counsel  
and Assistant Secretary

Date: November 21, 2016