REVLON INC /DE/ Form SC 13D/A August 17, 2016 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a) (Amendment No. 3)*

REVLON, INC.

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Classes of Securities)

761525609

(CUSIP Number of Classes of Securities)

STEVEN M. COHEN
EXECUTIVE VICE PRESIDENT, CHIEF ADMINISTRATIVE OFFICER
AND GENERAL COUNSEL
MACANDREWS & FORBES INCORPORATED
35 EAST 62ND STREET
NEW YORK, NEW YORK 10065
(212) 572-8600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Copies to:

ADAM O. EMMERICH, ESQ. AND DONGJU SONG, ESQ. WACHTELL, LIPTON, ROSEN & KATZ 51 WEST 52ND STREET NEW YORK, NEW YORK 10019 (212) 403-1000

August 15, 2016

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON
	Ronald O. Perelman
	CHECK THE APPROPRIATE BOX IF A
2	MEMBER OF A GROUP (SEE INSTRUCTIONS)
<i>L</i>	(a)
	(b)
3	SEC USE ONLY
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)
7	00
	CHECK BOX IF DISCLOSURE OF LEGAL
5	PROCEEDINGS IS REQUIRED PURSUANT TO
3	ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES	0 shares of Class A Common Stock
BENEFICIALLY	SHARED VOTING POWER
OWNED BY	40,669,640 shares of Class A Common Stock (1)
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0 shares of Class A Common Stock
PERSON	SHARED DISPOSITIVE POWER
WITH	40,654,382 shares of Class A Common Stock (1)
4.4	AGGREGATE AMOUNT BENEFICIALLY
11	OWNED BY EACH REPORTING PERSON
	40,669,640 shares of Class A Common Stock
	CHECK BOX IF THE AGGREGATE AMOUNT IN
12	ROW (11) EXCLUDES CERTAIN SHARES (SEE
	INSTRUCTIONS)
	PERCENT OF CLASS REPRESENTED BY
13	AMOUNT IN ROW (11)
13	77.5% (2)
	TYPE OF REPORTING PERSON (SEE
14	INSTRUCTIONS)
17	IN IN
(1) The information	on set forth in Item 5 is incorporated herein by reference.
	ased on 52,498,246 shares of Class A Common Stock outstanding as of June 30, 2016.
(2) Calculation be	ased on 52,770,270 shares of Class A Common Stock outstanding as of June 30, 2010.

1	NAME OF REPORTING PERSON MacAndrews & Forbes Incorporated CHECK THE A PROCEDIA TELEON HEAD
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)
7	OO CHECK BOX IF DISCLOSURE OF LEGAL
_	PROCEEDINGS IS REQUIRED PURSUANT TO
5	ITEM 2(d) OR 2(e)
	CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES	0 shares of Class A Common Stock
BENEFICIALLY OWNED BY	8 SHARED VOTING POWER 40,669,640 shares of Class A Common Stock (1)
EACH	COLE DISPOSITIVE DOWED
REPORTING	0 shares of Class A Common Stock
PERSON	SHARED DISPOSITIVE POWER
WITH	40,654,382 shares of Class A Common Stock (1)
	AGGREGATE AMOUNT BENEFICIALLY
11	OWNED BY EACH REPORTING PERSON
	40,669,640 shares of Class A Common Stock
	CHECK BOX IF THE AGGREGATE AMOUNT IN
12	ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
	INSTRUCTIONS)
	PERCENT OF CLASS REPRESENTED BY
13	AMOUNT IN ROW (11)
	77.5% (2)
4.4	TYPE OF REPORTING PERSON (SEE
14	INSTRUCTIONS) CO
(1) The information	on set forth in Item 5 is incorporated herein by reference.
(2) Calculation based on 52,498,246 shares of Class A Common Stock outstanding as of June 30, 2016.	
(2) Care state of the control of the	

1	NAME OF REPORTING PERSON MacAndrews & Forbes LLC
	CHECK THE APPROPRIATE BOX IF A
2	MEMBER OF A GROUP (SEE INSTRUCTIONS)
2	(a)
2	(b)
3	SEC USE ONLY SOURCE OF FUNDS
4	00
	CHECK BOX IF DISCLOSURE OF LEGAL
5	PROCEEDINGS IS REQUIRED PURSUANT TO
5	ITEM 2(d) OR 2(e)
	CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware
NUMBER OF	SOLE VOTING POWER
SHARES	7 0 shares of Class A Common Stock
BENEFICIALLY	X
OWNED BY	40,669,640 shares of Class A Common Stock (1)
EACH	9 SOLE DISPOSITIVE POWER
REPORTING PERSON	0 shares of Class A Common Stock
WITH	SHARED DISPOSITIVE POWER 10 40,654,382 shares of Class A Common Stock (1)
***************************************	AGGREGATE AMOUNT BENEFICIALLY
11	OWNED BY EACH REPORTING PERSON
	40,669,640 shares of Class A Common Stock
	CHECK BOX IF THE AGGREGATE AMOUNT IN
12	ROW (11) EXCLUDES CERTAIN SHARES (SEE
	INSTRUCTIONS)
	PERCENT OF CLASS REPRESENTED BY
13	AMOUNT IN ROW (11)
	77.5% (2)
	TYPE OF REPORTING PERSON (SEE
14	INSTRUCTIONS)
(1) The information	OO on set forth in Item 5 is incorporated herein by reference.
	ased on 52,498,246 shares of Class A Common Stock outstanding as of June 30, 2016.
(2) Calculation be	asset on 52, 176,240 shares of Class 11 Common Stock dustanding as of June 30, 2010.

1	NAME OF REPORTING PERSON
	REV Holdings LLC CHECK THE APPROPRIATE BOX IF A
	MEMBER OF A GROUP (SEE INSTRUCTIONS)
2	(a)
	(b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
4	00
	CHECK BOX IF DISCLOSURE OF LEGAL
5	PROCEEDINGS IS REQUIRED PURSUANT TO
3	ITEM 2(d) OR 2(e)
	CITIZENCHID OD DI A CE OF OD CANIZATION
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF	SOLE VOTING POWER
SHARES	7 0 shares of Class A Common Stock
BENEFICIALLY	SHARED VOTING POWER
OWNED BY	40,669,640 shares of Class A Common Stock (1)
EACH	SOLE DISPOSITIVE POWER
REPORTING	0 shares of Class A Common Stock
PERSON	SHARED DISPOSITIVE POWER
WITH	40,654,382 shares of Class A Common Stock (1)
	AGGREGATE AMOUNT BENEFICIALLY
11	OWNED BY EACH REPORTING PERSON
	40,669,640 shares of Class A Common Stock
	CHECK BOX IF THE AGGREGATE AMOUNT IN
12	ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
	INSTRUCTIONS)
	PERCENT OF CLASS REPRESENTED BY
13	AMOUNT IN ROW (11)
	77.5% (2)
	TYPE OF REPORTING PERSON (SEE
14	INSTRUCTIONS)
	00
	on set forth in Item 5 is incorporated herein by reference.
(2) Calculation ba	ased on 52,498,246 shares of Class A Common Stock outstanding as of June 30, 2016.

1	NAME OF REPORTING PERSON Mafco Four LLC
	CHECK THE APPROPRIATE BOX IF A
2	MEMBER OF A GROUP (SEE INSTRUCTIONS)
2	(a)
	(b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	OO
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
5	ITEM 2(d) OR 2(e)
	112.11 2(d) 31 2(d)
	CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES	0 shares of Class A Common Stock
BENEFICIALLY	Y 8 SHARED VOTING POWER
OWNED BY	40,669,640 shares of Class A Common Stock (1)
EACH REPORTING	9 SOLE DISPOSITIVE POWER 0 shares of Class A Common Stock
PERSON	SHARED DISPOSITIVE POWER
WITH	10 40,654,382 shares of Class A Common Stock (1)
	AGGREGATE AMOUNT BENEFICIALLY
11	OWNED BY EACH REPORTING PERSON
	40,669,640 shares of Class A Common Stock
	CHECK BOX IF THE AGGREGATE AMOUNT IN
12	ROW (11) EXCLUDES CERTAIN SHARES (SEE
	INSTRUCTIONS)
	PERCENT OF CLASS REPRESENTED BY
13	AMOUNT IN ROW (11)
13	77.5% (2)
	TYPE OF REPORTING PERSON (SEE
14	INSTRUCTIONS)
	00
	on set forth in Item 5 is incorporated herein by reference.
(2) Calculation ba	ased on 52,498,246 shares of Class A Common Stock outstanding as of June 30, 2016.

1	NAME OF REPORTING PERSON
	MacAndrews & Forbes Group, LLC CHECK THE APPROPRIATE BOX IF A
	MEMBER OF A GROUP (SEE INSTRUCTIONS)
2	(a)
	(b)
3	SEC USE ONLY
	SOURCE OF FUNDS
4	00
	CHECK BOX IF DISCLOSURE OF LEGAL
5	PROCEEDINGS IS REQUIRED PURSUANT TO
5	ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
MUMBER OF	Delaware
NUMBER OF	7 SOLE VOTING POWER 0 shares of Class A Common Stock
SHARES	
OWNED BY	8 SHARED VOTING POWER 40,669,640 shares of Class A Common Stock (1)
EACH	SOLE DISPOSITIVE POWER
REPORTING	0 shares of Class A Common Stock
PERSON	SHARED DISPOSITIVE POWER
WITH	10 40,654,382 shares of Class A Common Stock (1)
	AGGREGATE AMOUNT BENEFICIALLY
11	OWNED BY EACH REPORTING PERSON
	40,669,640 shares of Class A Common Stock
	CHECK BOX IF THE AGGREGATE AMOUNT IN
12	ROW (11) EXCLUDES CERTAIN SHARES (SEE
12	INSTRUCTIONS)
	DED CENTE OF CLASS DEDDESENTED DV
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13	77.5% (2)
	TYPE OF REPORTING PERSON (SEE
14	INSTRUCTIONS)
- 1	00
(1) The information	on set forth in Item 5 is incorporated herein by reference.
	1 52 400 246 1 601 4 6 6 7 1 4 4 1 1 6 1 20 2016

(2) Calculation based on 52,498,246 shares of Class A Common Stock outstanding as of June 30, 2016.

1	NAME OF REPORTING PERSON RCH Holdings One Inc. CHECK THE APPROPRIATE BOX IF A
2	MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	OO CHECK BOX IF DISCLOSURE OF LEGAL
5	PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES	0 shares of Class A Common Stock
BENEFICIALLY	X
OWNED BY EACH	40,669,640 shares of Class A Common Stock (1) SOLE DISPOSITIVE POWER
REPORTING	0 shares of Class A Common Stock
PERSON	SHARED DISPOSITIVE POWER
WITH	10 40,654,382 shares of Class A Common Stock (1)
	AGGREGATE AMOUNT BENEFICIALLY
11	OWNED BY EACH REPORTING PERSON
	40,669,640 shares of Class A Common Stock
	CHECK BOX IF THE AGGREGATE AMOUNT IN
12	ROW (11) EXCLUDES CERTAIN SHARES (SEE
12	INSTRUCTIONS)
	PERCENT OF CLASS REPRESENTED BY
13	AMOUNT IN ROW (11)
	77.5% (2)
	TYPE OF REPORTING PERSON (SEE
14	INSTRUCTIONS)
(1) = 1 0 :	CO
	on set forth in Item 5 is incorporated herein by reference.
(2) Calculation based on 52,498,246 shares of Class A Common Stock outstanding as of June 30, 2016.	

1	NAME OF REPORTING PERSON NDX Holdings One LLC
	CHECK THE APPROPRIATE BOX IF A
2	MEMBER OF A GROUP (SEE INSTRUCTIONS)
2	(a)
	(b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	00
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
5	ITEM 2(d) OR 2(e)
	11LW 2(u) OR 2(c)
	CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES	0 shares of Class A Common Stock
BENEFICIALLY	X
OWNED BY	40,669,640 shares of Class A Common Stock (1)
EACH	9 SOLE DISPOSITIVE POWER
REPORTING PERSON	0 shares of Class A Common Stock 10 SHARED DISPOSITIVE POWER
WITH	10 40,654,382 shares of Class A Common Stock (1)
WIIII	AGGREGATE AMOUNT BENEFICIALLY
11	OWNED BY EACH REPORTING PERSON
	40,669,640 shares of Class A Common Stock
	CHECK BOX IF THE AGGREGATE AMOUNT IN
12	ROW (11) EXCLUDES CERTAIN SHARES (SEE
12	INSTRUCTIONS)
12	PERCENT OF CLASS REPRESENTED BY
13	AMOUNT IN ROW (11) 77.5% (2)
	TYPE OF REPORTING PERSON (SEE
14	INSTRUCTIONS)
- ·	00
(1) The information	on set forth in Item 5 is incorporated herein by reference.
	sed on 52,498,246 shares of Class A Common Stock outstanding as of June 30, 2016.

1	NAME OF REPORTING PERSON SGMS Acquisition Two Corporation CHECK THE APPROPRIATE BOX IF A
2	MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	OO CHECK BOX IF DISCLOSURE OF LEGAL
5	PROCEEDINGS IS REQUIRED PURSUANT TO
5	ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES	O shares of Class A Common Stock
BENEFICIALLY OWNED BY	SHARED VOTING POWER 40,669,640 shares of Class A Common Stock (1)
EACH	SOLE DISPOSITIVE DOWED
REPORTING	0 shares of Class A Common Stock
PERSON	SHARED DISPOSITIVE POWER
WITH	10 40,654,382 shares of Class A Common Stock (1)
	AGGREGATE AMOUNT BENEFICIALLY
11	OWNED BY EACH REPORTING PERSON
	40,669,640 shares of Class A Common Stock
	CHECK BOX IF THE AGGREGATE AMOUNT IN
12	ROW (11) EXCLUDES CERTAIN SHARES (SEE
	INSTRUCTIONS)
	PERCENT OF CLASS REPRESENTED BY
13	AMOUNT IN ROW (11)
	77.5% (2)
	TYPE OF REPORTING PERSON (SEE
14	INSTRUCTIONS)
(1) The information	on set forth in Item 5 is incorporated herein by reference.
	used on 52,498,246 shares of Class A Common Stock outstanding as of June 30, 2016.
(2) Calculation of	is of 32,170,210 shares of Class 11 Common Glock outstanding as of Julie 30, 2010.

1	NAME OF REPORTING PERSON RLX Holdings One LLC CHECK THE APPROPRIATE BOX IF A
2	MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	OO CHECK BOX IF DISCLOSURE OF LEGAL
_	PROCEEDINGS IS REQUIRED PURSUANT TO
5	ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF	NOLE VOTING POWER
SHARES	0 shares of Class A Common Stock
BENEFICIALLY	X
OWNED BY EACH	40,669,640 shares of Class A Common Stock (1) SOLE DISPOSITIVE POWER
REPORTING	0 shares of Class A Common Stock
PERSON	SHARED DISPOSITIVE POWER
WITH	40,634,382 snares of Class A Common Stock (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	40,669,640 shares of Class A Common Stock
	CHECK BOX IF THE AGGREGATE AMOUNT IN
12	ROW (11) EXCLUDES CERTAIN SHARES (SEE
12	INSTRUCTIONS)
	PERCENT OF CLASS REPRESENTED BY
13	AMOUNT IN ROW (11)
	77.5% (2)
	TYPE OF REPORTING PERSON (SEE
14	INSTRUCTIONS) OO
(1)The information	on set forth in Item 5 is incorporated herein by reference.
	ased on 52,498,246 shares of Class A Common Stock outstanding as of June 30, 2016.

1	NAME OF REPORTING PERSON RLX Holdings Two LLC CHECK THE APPROPRIATE BOX IF A
2	MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
4	00
	CHECK BOX IF DISCLOSURE OF LEGAL
5	PROCEEDINGS IS REQUIRED PURSUANT TO
J	ITEM 2(d) OR 2(e)
	CITIZENSHIP OR PLACE OF ORGANIZATION
6	Delaware
NUMBER OF	COLE VOTING DOWED
SHARES	7 0 shares of Class A Common Stock
BENEFICIALLY	CHADED VOTING DOWED
OWNED BY	8 40,669,640 shares of Class A Common Stock (1)
EACH	COLE DICDOCITIVE DOMED
REPORTING	0 shares of Class A Common Stock
PERSON	SHARED DISPOSITIVE POWER
WITH	40,654,382 shares of Class A Common Stock (1)
***************************************	AGGREGATE AMOUNT BENEFICIALLY
11	OWNED BY EACH REPORTING PERSON
	40,669,640 shares of Class A Common Stock
	CHECK BOX IF THE AGGREGATE AMOUNT IN
	ROW (11) EXCLUDES CERTAIN SHARES (SEE
12	INSTRUCTIONS)
	PERCENT OF CLASS REPRESENTED BY
13	AMOUNT IN ROW (11)
	77.5% (2)
14	