

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)
(a)
(b)
3 SEC USE ONLY
4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
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 8 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 10 SHARED DISPOSITIVE POWER
WITH 40,654,382 shares of Class A Common Stock (1)

11 AGGREGATE AMOUNT BENEFICIALLY
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)

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)
77.5% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)
IN

(1)The information 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
MacAndrews & Forbes Incorporated
CHECK THE APPROPRIATE BOX IF A
2 MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)
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1 NAME OF REPORTING PERSON
REV Holdings LLC
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2 MEMBER OF A GROUP (SEE INSTRUCTIONS)
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Mafco Four LLC
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2 MEMBER OF A GROUP (SEE INSTRUCTIONS)
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MacAndrews & Forbes Group, LLC
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RCH Holdings One Inc.
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2 MEMBER OF A GROUP (SEE INSTRUCTIONS)
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3 SEC USE ONLY
4 SOURCE OF FUNDS
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NDX Holdings One LLC
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4 SOURCE OF FUNDS
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SGMS Acquisition Two Corporation
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NAME OF REPORTING PERSON
RLX Holdings Two LLC
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)
SEC USE ONLY
SOURCE OF FUNDS
OO
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PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
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