

REVLON INC /DE/
Form SC 13D/A
September 20, 2018
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. 10)*

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

September 20, 2018

(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).

NAMES OF REPORTING PERSON

1 Ronald O. Perelman

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)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

7
0 shares of Class A Common Stock

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

44,867,130 shares of Class A Common Stock (1)

9 SOLE DISPOSITIVE POWER

0 shares of Class A Common Stock

10 SHARED DISPOSITIVE POWER

44,867,130 shares of Class A Common Stock (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

44,867,130 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

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

84.9% (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 52,836,808 shares of Class A Common Stock outstanding as of September 20, 2018.

NAMES OF REPORTING PERSON

1

MacAndrews & Forbes Incorporated

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0 shares of Class A Common Stock

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

44,867,130 shares of Class A Common Stock (1)

SOLE DISPOSITIVE POWER

9

0 shares of Class A Common Stock

SHARED DISPOSITIVE POWER

10

44,867,130 shares of Class A Common Stock (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

44,867,130 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

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

84.9% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

CO

(1) The information set forth in Item 5 is incorporated herein by reference.

(2) Calculation based on 52,836,808 shares of Class A Common Stock outstanding as of September 20, 2018.

NAMES OF REPORTING PERSONS

1

REV Holdings LLC

CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0 shares of Class A Common Stock

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

44,867,130 shares of Class A Common Stock (1)

SOLE DISPOSITIVE POWER

9

0 shares of Class A Common Stock

SHARED DISPOSITIVE POWER

10

44,867,130 shares of Class A Common Stock (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

11

44,867,130 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

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

84.9% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) The information set forth in Item 5 is incorporated herein by reference.

(2) Calculation based on 52,836,808 shares of Class A Common Stock outstanding as of September 20, 2018.

NAMES OF REPORTING PERSONS

1

Mafco Four LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0 shares of Class A Common Stock

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

44,867,130 shares of Class A Common Stock (1)

SOLE DISPOSITIVE POWER

9

0 shares of Class A Common Stock

SHARED DISPOSITIVE POWER

10

44,867,130 shares of Class A Common Stock (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

44,867,130 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

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

84.9% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) The information set forth in Item 5 is incorporated herein by reference.

(2) Calculation based on 52,836,808 shares of Class A Common Stock outstanding as of September 20, 2018.

NAMES OF REPORTING PERSONS

1

MFV Holdings One LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

OO

5

CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER

0 shares of Class A Common Stock

8 SHARED VOTING POWER

44,867,130 shares of Class A Common Stock (1)

9 SOLE DISPOSITIVE POWER

0 shares of Class A Common Stock

10 SHARED DISPOSITIVE POWER

44,867,130 shares of Class A Common Stock (1)

11

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

44,867,130 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

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

84.9% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) The information set forth in Item 5 is incorporated herein by reference.

(2) Calculation based on 52,836,808 shares of Class A Common Stock outstanding as of September 20, 2018.

NAMES OF REPORTING PERSONS

1

RCH Holdings One Inc.

2

CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

OO

5

CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER

0 shares of Class A Common Stock

8 SHARED VOTING POWER

44,867,130 shares of Class A Common Stock (1)

9 SOLE DISPOSITIVE POWER

0 shares of Class A Common Stock

10 SHARED DISPOSITIVE POWER

44,867,130 shares of Class A Common Stock (1)

11

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

44,867,130 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

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

84.9% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

CO

(1) The information set forth in Item 5 is incorporated herein by reference.

(2) Calculation based on 52,836,808 shares of Class A Common Stock outstanding as of September 20, 2018.

NAMES OF REPORTING PERSONS

1

SGMS Acquisition Two LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

OO

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER

0 shares of Class A Common Stock

8 SHARED VOTING POWER

44,867,130 shares of Class A Common Stock (1)

9 SOLE DISPOSITIVE POWER

0 shares of Class A Common Stock

10 SHARED DISPOSITIVE POWER

44,867,130 shares of Class A Common Stock (1)

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

44,867,130 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

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

84.9% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) The information set forth in Item 5 is incorporated herein by reference.

(2) Calculation based on 52,836,808 shares of Class A Common Stock outstanding as of September 20, 2018.

NAMES OF REPORTING PERSONS

1

DBX Holdings One LLC

CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0 shares of Class A Common Stock

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

44,867,130 shares of Class A Common Stock (1)

SOLE DISPOSITIVE POWER

9

0 shares of Class A Common Stock

SHARED DISPOSITIVE POWER

10

44,867,130 shares of Class A Common Stock (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

11

44,867,130 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

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

84.9% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) The information set forth in Item 5 is incorporated herein by reference.

(2) Calculation based on 52,836,808 shares of Class A Common Stock outstanding as of September 20, 2018.

NAMES OF REPORTING PERSONS

1

NDX Holdings One LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0 shares of Class A Common Stock

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

8

44,867,130 shares of Class A Common Stock (1)

SOLE DISPOSITIVE POWER

9

0 shares of Class A Common Stock

SHARED DISPOSITIVE POWER

10

44,867,130 shares of Class A Common Stock (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

44,867,130 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

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

84.9% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) The information set forth in Item 5 is incorporated herein by reference.

(2) Calculation based on 52,836,808 shares of Class A Common Stock outstanding as of September 20, 2018.

NAMES OF REPORTING PERSONS

1

MacAndrews & Forbes Group, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0 shares of Class A Common Stock

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

44,867,130 shares of Class A Common Stock (1)

SOLE DISPOSITIVE POWER

9

0 shares of Class A Common Stock

SHARED DISPOSITIVE POWER

10

44,867,130 shares of Class A Common Stock (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

44,867,130 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

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

84.9% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) The information set forth in Item 5 is incorporated herein by reference.

(2) Calculation based on 52,836,808 shares of Class A Common Stock outstanding as of September 20, 2018.

NAMES OF REPORTING PERSONS

1

SGMS Acquisition Three LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0 shares of Class A Common Stock

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

8

44,867,130 shares of Class A Common Stock (1)

SOLE DISPOSITIVE POWER

9

0 shares of Class A Common Stock

SHARED DISPOSITIVE POWER

10

44,867,130 shares of Class A Common Stock (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

44,867,130 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

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

84.9% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) The information set forth in Item 5 is incorporated herein by reference.

(2) Calculation based on 52,836,808 shares of Class A Common Stock outstanding as of September 20, 2018.

NAMES OF REPORTING PERSONS

1

Perelman Trust Company, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

0 shares of Class A Common Stock

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

8

4,546,352 shares of Class A Common Stock

SOLE DISPOSITIVE POWER

9

0 shares of Class A Common Stock

SHARED DISPOSITIVE POWER

10

4,546,352 shares of Class A Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

4,546,352 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

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

8.6% (1)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) Calculation based on 52,836,808 shares of Class A Common Stock outstanding as of September 20, 2018.

NAMES OF REPORTING PERSONS

1

RLX Holdings One LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0 shares of Class A Common Stock

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

8

44,867,130 shares of Class A Common Stock (1)

SOLE DISPOSITIVE POWER

9

0 shares of Class A Common Stock

SHARED DISPOSITIVE POWER

10

44,867,130 shares of Class A Common Stock (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

44,867,130 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

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

84.9% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) The information set forth in Item 5 is incorporated herein by reference.

(2) Calculation based on 52,836,808 shares of Class A Common Stock outstanding as of September 20, 2018.

NAMES OF REPORTING PERSONS

1

RLX Holdings Two LLC

CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0 shares of Class A Common Stock

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

44,867,130 shares of Class A Common Stock (1)

SOLE DISPOSITIVE POWER

9

0 shares of Class A Common Stock

SHARED DISPOSITIVE POWER

10

44,867,130 shares of Class A Common Stock (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

11

44,867,130 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

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

84.9% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) The information set forth in Item 5 is incorporated herein by reference.

(2) Calculation based on 52,836,808 shares of Class A Common Stock outstanding as of September 20, 2018.

NAMES OF REPORTING PERSONS

1

RLX Holdings Three LLC

CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0 shares of Class A Common Stock

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

44,867,130 shares of Class A Common Stock (1)

SOLE DISPOSITIVE POWER

9

0 shares of Class A Common Stock

SHARED DISPOSITIVE POWER

10

44,867,130 shares of Class A Common Stock (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

11

44,867,130 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

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

84.9% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) The information set forth in Item 5 is incorporated herein by reference.

(2) Calculation based on 52,836,808 shares of Class A Common Stock outstanding as of September 20, 2018.

NAMES OF REPORTING PERSONS

1

RLX Holdings Four LLC

CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0 shares of Class A Common Stock

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

44,867,130 shares of Class A Common Stock (1)

SOLE DISPOSITIVE POWER

9

0 shares of Class A Common Stock

SHARED DISPOSITIVE POWER

10

44,867,130 shares of Class A Common Stock (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

11

44,867,130 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

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

84.9% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1) The information set forth in Item 5 is incorporated herein by reference.

(2) Calculation based on 52,836,808 shares of Class A Common Stock outstanding as of September 20, 2018.

This Amendment No. 10 to Schedule 13D ("Amendment No. 10"), which amends and supplements the statement on Schedule 13D, dated October 8, 2009, as amended and supplemented by Amendment No. 1 thereto dated October 8, 2013, Amendment No. 2 thereto dated January 14, 2016, Amendment No. 3 thereto dated August 17, 2016, Amendment No. 4 thereto dated May 9, 2017, Amendment No. 5 thereto dated June 9, 2017, Amendment No. 6 thereto dated June 21, 2017, Amendment No. 7 thereto dated August 9, 2017, Amendment No. 8 thereto dated September 18, 2017 and Amendment No. 9 thereto dated September 22, 2017 (as amended, the "Schedule 13D"), is being filed with the Securities and Exchange Commission by Mr. Ronald O. Perelman, MacAndrews & Forbes Incorporated, a Delaware corporation ("MacAndrews & Forbes"), REV Holdings LLC, a Delaware limited liability company, Mafco Four LLC, a Delaware limited liability company, MFV Holdings One LLC, a Delaware limited liability company, RCH Holdings One Inc., a Delaware corporation, SGMS Acquisition Two LLC, a Delaware limited liability company, DBX Holdings One LLC, a Delaware limited liability company, NDX Holdings One LLC, a Delaware limited liability company, MacAndrews & Forbes Group, LLC, a Delaware limited liability company, SGMS Acquisition Three LLC, a Delaware limited liability company, Perelman Trust Company, LLC, a Delaware limited liability company, RLX Holdings One LLC, a Delaware limited liability company, RLX Holdings Two LLC, a Delaware limited liability company, RLX Holdings Three LLC, a Delaware limited liability company and RLX Holdings Four LLC, a Delaware limited liability company (each of the foregoing, a "Reporting Person," and collectively, the "MacAndrews & Forbes Reporting Persons") relating to the shares of Class A Common Stock, par value \$0.01 per share ("Class A Common Stock"), of Revlon, Inc., a Delaware corporation (the "Company"). Capitalized terms used herein shall have the meanings ascribed to them in the Schedule 13D unless otherwise defined herein.

Item 3. Source and Amount of Funds or Other Consideration

The information contained in Item 3 of the Schedule 13D is hereby amended and supplemented with the following information:

On September 25, 2017, September 26, 2017, November 6, 2017, August 9, 2018, August 10, 2018, August 13, 2018, August 14, 2018, August 15, 2018, August 16, 2018, August 17, 2018, August 20, 2018 and September 13, 2018, the MacAndrews & Forbes Reporting Persons effected open market purchases of an aggregate total of 448,082 shares of Class A Common Stock for an aggregate purchase price of approximately \$8,298,267, using cash on hand. In addition, on November 2, 2017, 15,258 shares of Class A Common Stock that were beneficially owned by Mr. Raymond G. Perelman, which the MacAndrews & Forbes Reporting Persons may previously have been deemed to beneficially own due to an irrevocable voting proxy over such shares held by MacAndrews & Forbes, were donated to a charitable institution.

Item 4. Purpose of Transaction

The information contained in Item 4 of the Schedule 13D is hereby amended and supplemented with the following information:

On September 20, 2018, in response to a proposal from the independent directors of the Company, MacAndrews & Forbes sent such independent directors a letter, a copy of which is attached as Exhibit 13 hereto and which is incorporated into this Item 4 by reference.

Item 5. Interest in Securities of the Issuer

Paragraphs (a)-(c) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

(a)-(b) MacAndrews & Forbes, the sole stockholder of which is Ronald O. Perelman, directly or indirectly owns all the stock or membership interests, as applicable, of REV Holdings LLC, Mafco Four LLC, MFV Holdings One LLC, RCH Holdings One Inc., SGMS Acquisition Two LLC, DBX Holdings One LLC, NDX Holdings One LLC, MacAndrews & Forbes Group, LLC, SGMS Acquisition Three LLC, RLX Holdings One LLC, RLX Holdings Two LLC, RLX Holdings Three LLC and RLX Holdings Four LLC, and all the voting interests of Perelman Trust Company, LLC.

Of the 44,867,130 shares of Class A Common Stock reported herein, (i) 40,320,778 shares of Class A Common Stock are owned by MacAndrews & Forbes or its wholly-owned subsidiaries and (ii) 4,546,352 shares of Class A Common Stock are owned by Perelman Trust Company, LLC.

The total ownership of the MacAndrews & Forbes Reporting Persons represents approximately 84.9% of all of the Company's outstanding Class A Common Stock, which is the only class of the Company's equity securities outstanding as of the date hereof.

Edgar Filing: REVLON INC /DE/ - Form SC 13D/A

The responses of each Reporting Person to Items 7 through 11 of the cover pages of this Schedule 13D relating to beneficial ownership of the shares of Class A Common Stock are incorporated herein by reference.

(c) The following table sets forth all transactions with respect to shares of Class A Common Stock effected within sixty days prior to the date of this Amendment No. 10. All such transactions were purchases of shares of Class A Common Stock effected in the open market through a broker.

Person	Date	Amount of Securities Acquired	Weighted Average Price (1)	Low Price (1)	High Price (1)
MacAndrews & Forbes Group, LLC	August 9, 2018	10,118	\$15.1752	\$15.00	\$15.25
MacAndrews & Forbes Group, LLC	August 9, 2018	53,825	\$15.8815	\$15.30	\$16.15
MacAndrews & Forbes Group, LLC	August 10, 2018	23,903	\$16.3282	\$15.75	\$16.70
MacAndrews & Forbes Group, LLC	August 10, 2018	51,097	\$17.0461	\$16.75	\$17.50
MacAndrews & Forbes Group, LLC	August 13, 2018	50,000	\$17.2007	\$16.80	\$17.55
MacAndrews & Forbes Group, LLC	August 14, 2018	25,000	\$17.4884	\$17.25	\$17.75
MacAndrews & Forbes Group, LLC	August 15, 2018	20,000	\$17.8011	\$17.25	\$18.00
MacAndrews & Forbes Group, LLC	August 16, 2018	20,000	\$17.5199	\$17.40	\$17.60
MacAndrews & Forbes Group, LLC	August 17, 2018	10,000	\$17.4903	\$17.35	\$17.60
MacAndrews & Forbes Group, LLC	August 20, 2018	10,000	\$17.4488	\$17.40	\$17.55
MacAndrews & Forbes Group, LLC	September 13, 2018	20,000	\$20.8831	\$20.50	\$21.20

(1) Prices exclude commissions. The reporting person undertakes to provide upon request of the SEC staff full information regarding the number of shares purchased or sold at each separate price.

Item 7. Material to Be Filed as Exhibits

Exhibit 13 Letter to the Independent Directors of Revlon, Inc., dated September 20, 2018

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13D/A is true, complete and correct.

Dated: September 20, 2018

/s/ Ronald O. Perelman

Ronald O. Perelman

MACANDREWS & FORBES INCORPORATED

REV HOLDINGS LLC

MAFCO FOUR LLC

MFV HOLDINGS ONE LLC

SGMS ACQUISITION TWO LLC

RCH HOLDINGS ONE INC.

DBX HOLDINGS ONE LLC

NDX HOLDINGS ONE LLC

MACANDREWS & FORBES GROUP, LLC

SGMS ACQUISITION THREE LLC

RLX HOLDINGS ONE LLC

RLX HOLDINGS TWO LLC

RLX HOLDINGS THREE LLC

RLX HOLDINGS FOUR LLC

By: /s/ Paul G. Savas

Name: Paul G. Savas

Title: Executive Vice President and
Chief Financial Officer

PERELMAN TRUST COMPANY, LLC

By: MacAndrews & Forbes Incorporated, its managing member

By: /s/ Paul G. Savas

Name: Paul G. Savas

Title: Executive Vice President and
Chief Financial Officer