

REVLON INC /DE/
Form 8-K
November 08, 2012

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: November 8, 2012
(Date of earliest event reported: November 8, 2012)

Revlon, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-11178
(Commission
File Number)

13-3662955
(I.R.S. Employer
Identification No.)

237 Park Avenue
New York, New York
(Address of Principal Executive Offices)

10017
(Zip Code)

(212) 527-4000
(Registrant's telephone number, including area code)

None
(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 (see General Instruction A.2. below):

- ☐ 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))

Item 8.01. Other Events.

Revlon, Inc. ("Revlon" or the "Company") makes this filing on a Current Report on Form 8-K as required by the Scheduling Order (the "Scheduling Order") granted by the Court of Chancery of the State of Delaware (the "Court") on October 19, 2012 in connection with the proposed settlement (the "Settlement") of the consolidated purported class action captioned In re Revlon, Inc. Shareholders Litigation, C.A. No. 4578-VCL (Del. Ch.) (the "Consolidated Action"). As previously disclosed in a Current Report on Form 8-K filed on October 9, 2012, and as further disclosed in Revlon's Quarterly Report on Form 10-Q for the fiscal period ended September 30, 2012, filed with the SEC on October 25, 2012 (the "3Q 2012 Form 10-Q"), the parties to various purported class actions, which include the Consolidated Action, and a derivative action, have agreed to settle the claims raised in those actions. The terms of the proposed Settlement are set forth in a Stipulation and Agreement of Compromise, Settlement and Release (the "Stipulation"), dated October 8, 2012, which has been filed with the Court. In addition to being filed with the Court, the Stipulation can be found as Exhibit 10.2 attached to Revlon's 3Q 2012 Form 10-Q. The Settlement is subject to approval of the Court.

Pursuant to the Scheduling Order, attached hereto as Exhibit 99.1 is the Notice of Pendency of Class Action, Proposed Settlement of Class Action, Settlement Hearing and Right to Appear (the "Notice"). The Notice can also be viewed on Revlon's website at www.revlon.com on the Investor Relations page, which can be accessed through the Corporate page, under the heading "In re Revlon, Inc. Shareholders Litigation Class Action Settlement Notice."

The Stipulation attached as Exhibit 10.2 to Revlon's 3Q 2012 Form 10-Q and the information contained in or accessible through Revlon's website do not constitute part of, and are not incorporated into, this Current Report on Form 8-K.

Any description of the Notice set forth above is qualified in its entirety by the copy of the Notice attached as Exhibit 99.1 to this Current Report on Form 8-K. Any description of the Stipulation set forth above is qualified in its entirety by the copy of the Stipulation filed as Exhibit 10.2 to Revlon's 3Q 2012 Form 10-Q.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

99.1	Notice of Pendency of Class Action, Proposed Settlement of Class Action, Settlement Hearing and Right to Appear, dated October 19, 2012.
------	--

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.

REVLON, INC.

By: /s/ Lauren Goldberg
Lauren Goldberg
Executive Vice President and General
Counsel

Date: November 8, 2012

EXHIBIT INDEX

Exhibit No.	Description
99.1	Notice of Pendency of Class Action, Proposed Settlement of Class Action, Settlement Hearing and Right to Appear, dated October 19, 2012.