

REVLON INC /DE/
Form SC 13D/A
June 12, 2017

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

REVLON, INC.
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

761525609
(CUSIP Number)

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

June 8, 2017
(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 PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE
PERSONS (ENTITIES ONLY)

Ronald O. Perelman

CHECK THE APPROPRIATE BOX IF A MEMBER (a)
OF A GROUP (b)

SEC USE ONLY

SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

7

0 shares of Class A Common Stock

SHARED VOTING POWER

8

42,361,668 shares of Class A Common Stock (1)

SOLE DISPOSITIVE POWER

9

0 shares of Class A Common Stock

SHARED DISPOSITIVE POWER

10

42,346,410 shares of Class A Common Stock (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

42,361,668 shares of Class A Common Stock

1

2

3

4

5

6

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

11

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)

80.5% (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 52,615,412 shares of Class A Common Stock outstanding as of June 9, 2017.

NAMES OF REPORTING PERSONS

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MacAndrews & Forbes Incorporated

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REV Holdings LLC

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Mafco Four LLC

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SGMS Acquisition Two LLC

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DBX Holdings One LLC

CHECK THE APPROPRIATE BOX IF A MEMBER
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NDX Holdings One LLC

CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP (a)
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SEC USE ONLY

SOURCE OF FUNDS (SEE INSTRUCTIONS)

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CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

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NAMES OF REPORTING PERSONS

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PERSONS (ENTITIES ONLY)

MacAndrews & Forbes Group, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER
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SEC USE ONLY

SOURCE OF FUNDS (SEE INSTRUCTIONS)

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PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(D) OR 2(E)

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

7

0 shares of Class A Common Stock

SHARED VOTING POWER

8

42,361,668 shares of Class A Common Stock (1)

SOLE DISPOSITIVE POWER

9

0 shares of Class A Common Stock

SHARED DISPOSITIVE POWER

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42,346,410 shares of Class A Common Stock (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

42,361,668 shares of Class A Common Stock

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NUMBER OF
SHARES
BENEFICIALLY
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EACH
REPORTING
PERSON WITH

11

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)

80.5% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

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NAMES OF REPORTING PERSONS

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PERSONS (ENTITIES ONLY)

SGMS Acquisition III LLC

CHECK THE APPROPRIATE BOX IF A MEMBER
OF A GROUP (a)
(b)

SEC USE ONLY

SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

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0 shares of Class A Common Stock

SHARED VOTING POWER

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42,361,668 shares of Class A Common Stock (1)

SOLE DISPOSITIVE POWER

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SHARED DISPOSITIVE POWER

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BY EACH REPORTING PERSON

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14 TYPE OF REPORTING PERSON (SEE
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Perelman Trust Company, LLC

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

(a)

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SEC USE ONLY

SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

CITIZENSHIP OR PLACE OF
ORGANIZATION

United States

SOLE VOTING POWER

7

0 shares of Class A Common Stock

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

NUMBER OF
SHARES
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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)

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SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

11

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)

80.5% (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 52,615,412 shares of Class A Common Stock outstanding as of June 9, 2017.

This Amendment No. 5 to Schedule 13D ("Amendment No. 5"), 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 and Amendment No. 4 thereto dated May 9, 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 III 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:

As described in more detail in Item 5(c) of this Schedule 13D, on May 12, 2017, May 18, 2017, May 30, 2017, May 31, 2017, June 8, 2017 and June 9, 2017, the MacAndrews & Forbes Reporting Persons effected open market purchases of 742,028 shares of Class A Common Stock for an aggregate purchase price of approximately \$14,390,491, using cash on hand.

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 III 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 42,361,668 shares of Class A Common Stock reported herein, (i) 37,800,058 shares of Class A Common Stock are owned by MacAndrews & Forbes or its wholly-owned subsidiaries; (ii) 4,546,352 shares of Class A Common Stock are owned by Perelman Trust Company, LLC, and (iii) 15,258 shares of Class A Common Stock are beneficially owned by Mr. Raymond G. Perelman. MacAndrews & Forbes may also be deemed to beneficially own the 15,258 shares of Class A Common Stock beneficially owned by Mr. Raymond G. Perelman because MacAndrews & Forbes holds an irrevocable voting proxy with respect to those shares. Those 15,258 shares are included in the totals reported, and on Items 8, 11 and 13 on the cover pages of this Schedule 13D for all of the Reporting Persons other than Perelman Trust Company, LLC.

The total ownership of the MacAndrews & Forbes Reporting Persons represents approximately 80.5% 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.

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 since May 9, 2017, the date of the last amendment to this Schedule 13D. Except as otherwise noted below, 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	May 12, 2017	100,000	\$20.00	\$20.00	\$20.00
MacAndrews & Forbes Group, LLC	May 18, 2017	100,000	\$19.4845	\$19.25	\$19.65
MacAndrews & Forbes Group, LLC	May 18, 2017	125,000	\$19.305	\$19.225	\$19.45
MacAndrews & Forbes Group, LLC	May 30, 2017	50,000	\$18.7303	\$18.60	\$18.80
MacAndrews & Forbes Group, LLC	May 31, 2017	70,000	\$18.6079	\$18.20	\$18.65
MacAndrews & Forbes Group, LLC	June 8, 2017	100,000	\$19.0087	\$18.825	\$19.10
MacAndrews & Forbes Group, LLC	June 9, 2017	101,041	\$19.2083	\$19.00	\$19.75
MacAndrews & Forbes Group, LLC	June 9, 2017	95,987	\$20.2961	\$19.80	\$20.50

(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.

SIGNATURE

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

Dated: June 9, 2017

By:/s/ Ronald O. Perelman
Name: 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 III 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

