

**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: **June 6, 2017**
(Date of earliest event reported: **May 31, 2017**)

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

Delaware

1-11178

13-3662955

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

**One New York Plaza
New York, New York**

10004

(Address of Principal Executive Offices)

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Appointment of Certain Officers; Election of Directors; Departure of Directors or Certain Officers; Compensatory Arrangements of Certain Officers.

Juan Figuero is retiring as Chief Financial Officer of Revlon, Inc. ("**Revlon**") and its wholly-owned operating subsidiary, Revlon Consumer Products Corporation ("**RCPC**" and together with Revlon, the "**Company**"), effective as of June 6, 2017. With Mr. Figuero's departure, Chris Peterson, the Company's Chief Operating Officer, Operations, who currently oversees the Company's finance function, as well as supply chain and IT, has assumed the additional role of Chief Financial Officer, with direct oversight of the Company's financial, accounting, treasury and IT functions. On June 6, 2017, Revlon's Board of Directors formally elected Mr. Peterson to the role of Chief Financial Officer, effective immediately, in addition to his continuing to serve as Chief Operating Officer, Operations.

On June 6, 2017, RCPC and Mr. Figuero entered into a separation agreement terminating Mr. Figuero's employment agreement and providing that Mr. Figuero will receive certain separation pay and benefits that he is otherwise entitled to receive under his employment agreement, dated April 12, 2016, which was previously disclosed in a Current Report on Form 8-K filed with the SEC on April 12, 2016.

Mr. Peterson (50) joined the Company in April 2017 as Chief Operating Officer, Operations, with responsibility to oversee the Company's Global Supply Chain, Finance and IT functions. Mr. Peterson's employment agreement with the Company, dated April 17, 2017, was previously disclosed in a Current Report on Form 8-K filed with the SEC on April 17, 2017. Mr. Peterson does not have any family relationships with any of the Company's directors or executive officers and is not a party to any transactions listed in Item 404(a) of Regulation S-K.

A copy of Revlon's press release regarding Mr. Figuero's departure and Mr. Peterson's assumption of the additional position of CFO is attached to this Current Report on Form 8-K as Exhibit 99.1 and it is incorporated by reference in its entirety into this Item 5.02.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 31, 2017, Revlon held its 2017 Annual Stockholders' Meeting (the "**Meeting**") at which Revlon's stockholders:

1. approved the election of the following persons as members of Revlon's Board of Directors to serve until the next annual stockholders' meeting and until such directors' successors are elected and shall have been qualified: Ronald O. Perelman, E. Scott Beattie, Alan Bernikow, Kristin Dolan, Fabian Garcia, Robert Kretzman, Ceci Kurzman, Paul Meister, Tamara Mellon, Debra Perelman, Paul Savas, Barry F. Schwartz, Jonathan Schwartz and Cristiana Falcone Sorrell;
2. ratified the Audit Committee's selection of KPMG LLP as Revlon's independent registered public accounting firm for 2017;
3. approved, on a non-binding, advisory basis, the "say-on-pay" on Revlon's executive compensation; and
4. recommended, on a non-binding, advisory basis, that Revlon continue to conduct future "say-on-pay" votes once every 3 years.

The following is a tabulation of the votes cast at the Meeting with respect to each proposal:

Proposal No. 1 -- the Annual Election of Directors:

Proposal No. 1 – Election of Directors			
Director Nominee	Votes For	Votes Withheld	Broker Non-Votes
Ronald O. Perelman (Chairman)	45,853,950	2,705,723	1,725,168
E. Scott Beattie	45,866,358	2,693,315	1,725,168
Alan Bernikow	47,071,427	1,488,246	1,725,168
Kristin Dolan	48,515,728	43,945	1,725,168
Fabian Garcia	46,082,975	2,476,698	1,725,168
Robert Kretzman	46,774,395	1,785,278	1,725,168
Ceci Kurzman	47,276,138	1,283,535	1,725,168
Paul Meister	45,865,390	2,694,283	1,725,168
Tamara Mellon	43,800,253	4,759,420	1,725,168
Debra Perelman	45,637,173	2,922,500	1,725,168

Paul Savas	45,866,398	2,693,275	1,725,168
Barry F. Schwartz	45,802,348	2,757,325	1,725,168
Jonathan Schwartz	48,516,129	43,544	1,725,168
Cristiana Falcone Sorrell	48,462,823	96,850	1,725,168

Proposal No. 2 – the ratification of the Audit Committee’s selection of KPMG LLP as Revlon’s independent registered public accounting firm for 2017*:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
Ratification of KPMG LLP	50,229,054	25,641	30,146

*There were no broker non-votes with respect to the ratification of the Audit Committee’s selection of KPMG LLP, as this was a “routine” proposal.

Proposal No. 3 — “Say-On-Pay” Vote on Revlon’s Executive Compensation:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
"Say-On-Pay"	47,165,504	1,326,433	67,736	1,725,168

Proposal No. 4 — Frequency of Future “Say-On-Pay” Votes:

	<u>Every 1 Year</u>	<u>Every 2 Years</u>	<u>Every 3 Years</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Future Frequency of “Say-On-Pay” Votes	5,347,200	4,736	43,176,686	31,051	1,725,168

In accordance with this Item 5.07, per the recommendation of Revlon's stockholders, Revlon intends to include an advisory vote on the compensation of its executives in its proxy materials every 3 years, until the next required stockholder vote on the frequency of “say-on-pay” votes on Revlon's executive compensation or Revlon's Board of Directors otherwise determines that a different frequency of "say-on-pay" votes is in the best interests of Revlon's stockholders.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated June 6, 2017.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REVLON, INC.

By: */s/ Michael T. Sheehan*

Michael T. Sheehan

Senior Vice President, Deputy General Counsel & Secretary

June 6, 2017

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated June 6, 2017.

Revlon Announces Changes to Chief Financial Officer Role

NEW YORK--(BUSINESS WIRE)--June 6, 2017--Revlon, Inc. (NYSE:REV) announced today that Mr. Juan Figueroe, Chief Financial Officer, is retiring from the Company. Mr. Figueroe joined Revlon in April 2016 and played a key role in the acquisition of Elizabeth Arden. With the acquisition complete and the integration now underway, Chris Peterson, Chief Operating Officer, Operations, who currently oversees the Company's finance function, as well as supply chain and IT, will assume direct responsibility for the CFO role, effective immediately.

Prior to joining Revlon, Mr. Peterson served in a number of senior executive positions at Ralph Lauren Corporation, including most recently as its President, Global Brands, a position he held since 2015, as well as having served as its Chief Financial Officer from 2012 to 2015. In this role, Mr. Peterson was responsible for overseeing Ralph Lauren's Global Brand Presidents, Investor Relations, Information Technology & Real Estate. From 2014 to 2015, Mr. Peterson was Executive Vice President, Chief Administrative Officer and Chief Financial Officer at Ralph Lauren and joined the company in 2012 as its Senior Vice President and Chief Financial Officer. Prior to joining Ralph Lauren, Mr. Peterson spent 20 years at The Procter & Gamble Company in management and financial leadership roles of increasing responsibility.

Commenting on today's announcement, Mr. Garcia said, "I'd like to thank Juan for his contributions and leadership throughout the successful acquisition of Elizabeth Arden and the early stages of its integration. Our integration is on track and, as we have reported, exceeding our initial synergy expectations. We are excited to have Chris take on the CFO role in order to continue this momentum as we execute on our strategy to drive long-term growth."

About Revlon, Inc.

Revlon has developed a long-standing reputation as a color authority and beauty trendsetter in the world of color cosmetics and hair care. Since its breakthrough launch of the first opaque nail enamel in 1932, Revlon has provided consumers with high quality product innovation, performance and sophisticated glamour. In 2016, Revlon acquired the iconic Elizabeth Arden® portfolio of brands, including its leading designer, heritage and celebrity fragrances. Today, the Revlon Beauty's Group's diversified portfolio of brands is sold in approximately 150 countries around the world in most retail distribution channels, including mass, salon and prestige. Revlon ranks among the top 20 global beauty companies, with product offerings in color cosmetics, skincare, hair color and care, beauty tools, men's grooming products, anti-perspirant deodorants and other beauty care products fragrances under brands such as Revlon, Elizabeth Arden, Revlon ColorSilk, Revlon Professional, American Crew, Almay, Mitchum, Cutex, Elizabeth Taylor, Britney Spears, Juicy Couture, Curve, John Varvatos and Christina Aguilera. Please visit <http://www.revlon.com> for the latest news and information about Revlon and its brands.

Forward-Looking Statements

Statements made in this press release, which are not historical facts, including statements about the Company's plans, strategies, focus, beliefs and expectations, are forward-looking and are subject to the Private Securities Litigation Reform Act of 1995. Forward-looking statements speak only as of the date they are made and, except for the Company's ongoing obligations under the U.S. federal securities laws, the Company undertakes no obligation to publicly update any forward-looking statement, whether to reflect actual results of operations; changes in financial condition; changes in general U.S. or international economic, industry or cosmetics category conditions; changes in estimates, expectations or assumptions; or other circumstances, conditions, developments or events arising after the issuance of this press release. Such forward-looking statements include, without limitation, statements as to the Company's expectations and beliefs that: (i) our integration of Elizabeth Arden is on track and, as we have reported, exceeding our initial synergy expectations; and (ii) Chris is taking on the CFO role in order to continue this momentum as we execute on our strategy to drive long-term growth. Actual results may differ materially from such forward-looking statements for a number of reasons, including those set forth in our filings with the SEC, including, without limitation, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K that we have filed or will file with the SEC during 2017 (which may be viewed on the SEC's website at <http://www.sec.gov> or on our website at <http://www.revloninc.com>), as well as reasons including: (i) difficulties with, delays in and/or the Company's inability to achieve, in whole or in part, or within the expected timeframe, the benefits of the Elizabeth Arden integration synergy program, such as: (A) difficulties with, delays in and/or the Company's inability to realize, in whole or in part, its expected synergies and cost reductions, such as due to the parties being unable to successfully implement integration strategies or realize the anticipated benefits of the acquisition; and/or (B) more than expected restructuring and related charges in connection with implementing the Elizabeth Arden integration; and/or (ii) difficulties with, delays in and/or the Company's inability to execute its strategy and deliver long-term growth, such as due to unanticipated circumstances or results affecting the Company's financial performance, including decreased consumer spending in response to weak economic conditions or weakness in the consumption of beauty care products; adverse changes in foreign currency exchange rates; decreased sales of the Company's products as a result of increased competitive activities by the Company's competitors and/or decreased performance by third party suppliers; changes in consumer preferences, such as reduced consumer demand for the Company's products or lower than expected customer and/or consumer acceptance of the Company's existing or new products; lower than expected results from the Company's advertising, promotional, pricing and/or marketing plans; higher than expected sales returns related to any reduction of space and/or inventory management by the Company's customers; changes in consumer purchasing habits, including with respect to retailer preferences and/or among sales channels; and/or higher than expected synergy and integration program costs and expenses. Factors other than those listed above could also cause the Company's results to differ from expected results. Additionally, the business and financial materials and any other statement or disclosure on or made available through the Company's websites or other websites referenced herein shall not be incorporated by reference into this release.

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