

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 (Date of earliest event reported): January 25, 2007 (January 22, 2007)

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

Delaware 1-11178 13-3662955
(State or Other Jurisdiction (Commission (I.R.S. Employer
of Incorporation) File Number) Identification No.)

237 Park Avenue 10017
New York, New York
(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))

Item 7.01. Regulation FD Disclosure.

On January 22, 2007, Revlon, Inc. ("Revlon") issued a press release (the "Expiration Press Release") announcing the expiration of its previously-announced \$100 million rights offering and related private placement (together the "\$100 million rights offering") and that such rights offering was significantly over-subscribed. On January 25, 2007, Revlon issued a press release announcing the consummation of the \$100 million rights offering (the "Consummation Press Release" and, together with the Expiration Press Release, the "Press Releases").

Copies of the Press Releases are attached hereto as Exhibits 99.1 and 99.2 and are incorporated by reference herein.

In completing the \$100 million rights offering, Revlon will have issued an additional 95,238,095 shares of its Class A common stock, including 37,847,472 shares sold to public shareholders (other than MacAndrews & Forbes Holdings Inc., Revlon's parent company, which is wholly-owned by Ronald O. Perelman (together with its affiliates, "MacAndrews & Forbes")) and 57,390,623 shares sold to MacAndrews & Forbes in a private placement directly from Revlon pursuant to a Stock Purchase Agreement between Revlon and MacAndrews & Forbes dated as of December 18, 2006, previously-disclosed in Revlon's Current Report on Form 8-K filed with the Securities and Exchange Commission ("Commission") on December 18, 2006. The shares sold to MacAndrews & Forbes represent the number of shares of Revlon's Class A common stock that MacAndrews & Forbes would otherwise have been entitled to purchase pursuant to its basic subscription privilege in the \$100 million rights offering (which was approximately 60% of the shares of Revlon's Class A common stock sold in the \$100 million rights offering).

As a result of completing the \$100 million rights offering, Revlon's total number of outstanding shares of Class A common stock will have increased to 476,688,940 shares and the total number of shares of Revlon's common stock outstanding, including Revlon's existing 31,250,000 shares of Class B common stock, will have increased to 507,938,940 shares. Following the completion of these transactions, MacAndrews & Forbes beneficially owns approximately 58% of Revlon's outstanding Class A common stock and approximately 60% of Revlon's total outstanding common stock, which shares together represent approximately 74% of the combined voting power of such shares.

The Press Releases also announced that Revlon Consumer Products Corporation ("RCPC"), Revlon's wholly-owned operating subsidiary, will redeem approximately \$50 million aggregate principal amount of its 8 5/8% Senior Subordinated Notes due 2008 (the "Notes") with approximately \$50 million of the proceeds of the \$100 million rights offering. The Notes will be redeemed on February 22, 2007.

In connection with the redemption of the Notes, Revlon announced that a copy of the irrevocable notice of redemption was mailed on January 23, 2007 to the record holders of the Notes being redeemed by U.S. Bank Trust National Association, the trustee under the indenture governing the Notes.

A copy of the notice of redemption is attached hereto as Exhibit 99.3 and is incorporated by reference herein.

In addition, the Press Releases announced that on or about January 25, 2007, RCPC used the remainder of such proceeds to repay approximately \$43 million of indebtedness outstanding under RCPC's \$160 million revolving credit facility (which represented all of the indebtedness outstanding under this facility at that time), without any permanent reduction in that commitment, after paying fees and expenses incurred in connection with the \$100 million rights offering, with the remaining approximately \$5 million available for general corporate purposes.

In accordance with General Instruction B.2 to the Form 8-K, the information under this Item 7.01 and the Press Releases and notice of redemption attached hereto as Exhibits 99.1, 99.2 and 99.3 shall be deemed to be "furnished" to the Commission and not be deemed to be "filed" with the Commission for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section.

Item 3.02. Unregistered Sales of Equity Securities

The shares of Revlon's Class A common stock sold directly to MacAndrews & Forbes in the private placement described in Item 7.01 above were not registered under the Securities Act of 1933, as amended (the "Securities Act").

As MacAndrews & Forbes is an accredited investor within the meaning of Rule 501 of Regulation D under the Securities Act, such shares were sold to MacAndrews & Forbes in reliance on exemptions from registration under Section 4(2) of the Securities Act and Rule 506 of Regulation D under the Securities Act. Appropriate restrictive legends were affixed to the certificates representing the shares of Class A common stock sold to MacAndrews & Forbes in the private placement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated January 22, 2007.
99.2	Press Release dated January 25, 2007.
99.3	Notice of Redemption (incorporated by reference to Exhibit 99.3 to the Current Report on Form 8-K of Revlon Consumer Products Corporation furnished to the Commission on January 25, 2007).

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/ Robert K. Kretzman _____
Name: Robert K. Kretzman
Title: Executive Vice President,
Chief Legal Officer and
General Counsel

Date: January 25, 2007

EXHIBIT INDEX

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Revlon Announces Expiration of \$100 Million Rights Offering*Offering Significantly Over-Subscribed by the Public—Proceeds to be Used to Reduce Debt*

NEW YORK—(BUSINESS WIRE)—January 22, 2007—Revlon, Inc. (NYSE: REV) (“Revlon”) today announced the expiration of the subscription period for its previously-announced \$100 million rights offering and related private placement which it launched on December 18, 2006 and which is expected to be consummated later this week. The subscription period for the rights offering expired at 5:00 p.m., New York City time, on January 19, 2007.

Revlon is pleased to announce that the rights offering was significantly over-subscribed, with subscribers in the rights offering, other than MacAndrews & Forbes Holdings Inc. and its affiliates (“MacAndrews & Forbes”), seeking to subscribe for approximately 72,130,938 shares of Revlon’s Class A common stock, at a price of \$1.05 per share, pursuant to their basic and over-subscription privileges, which is 34,283,466 shares in excess of the 37,847,472 shares offered to the public in the rights offering.

Commenting on the announcement, Revlon President & CEO David Kennedy stated, “I am delighted with the broad participation in the rights offering and by this demonstration of confidence by not only MacAndrews & Forbes, but also by our other shareholders. This rights offering will allow us to strengthen our balance sheet by reducing debt.”

MacAndrews & Forbes, Revlon’s majority stockholder, which is wholly-owned by Ronald O. Perelman, will, as previously announced, purchase in a private placement directly from Revlon a total of 57,390,623 shares of Revlon’s Class A common stock, pursuant to a previously-disclosed Stock Purchase Agreement between Revlon and MacAndrews & Forbes. Such shares will be purchased by MacAndrews & Forbes at the same price of \$1.05 per share and represent the number of shares that MacAndrews & Forbes would otherwise have been entitled to subscribe for in the rights offering pursuant to its basic subscription privilege (which is approximately 60% of the total shares offered in the rights offering and private placement combined).

The shares to be sold to MacAndrews & Forbes will be sold in reliance on Rule 506 under the Securities Act of 1933, as amended. The issuance of shares to MacAndrews & Forbes will not be registered under the Securities Act, and, accordingly, such shares may not be offered or sold in the U.S. absent registration or an applicable exemption from registration requirements.

As a result of these transactions, Revlon will issue a total of 95,238,095 new shares of its Class A common stock, increasing the number of outstanding shares of Revlon Class A common stock to 476,688,940 shares and increasing the total number of shares of common stock outstanding, including Revlon’s existing 31,250,000 shares of Class B common stock, to 507,938,940 shares. Following the completion of these transactions, MacAndrews & Forbes will beneficially own approximately 58% of Revlon’s Class A common stock and approximately 60% of Revlon’s total common stock outstanding, which shares represent approximately 74% of the combined voting power of such shares.

In the rights offering, rights holders who exercised their basic subscription privilege in full were entitled to subscribe for additional shares of Revlon Class A common stock pursuant to an over-subscription privilege. Revlon has indicated that, while it knows the total number of shares of Revlon Class A common stock subscribed for in the rights offering pursuant to the basic and over-subscription privileges, it is in the process of calculating the over-subscriptions. As soon as practicable after all over-subscriptions have been calculated and pro rata allocations and adjustments have been completed, which Revlon expects to be on or about February 1, 2007, Revlon will deliver to shareholders who purchased shares in the rights offering the shares of its Class A common stock purchased.

Revlon also announced that Revlon Consumer Products Corporation (“RCPC” and, together with Revlon, the “Company”), Revlon’s wholly-owned operating subsidiary, will use approximately \$50 million of the proceeds of the rights offering and related private placement to redeem approximately \$50 million aggregate principal amount of its 8 5/8% Senior Subordinated Notes due 2008 (the “Notes”), at a

redemption price of 100% of the principal amount of such Notes, plus accrued and unpaid interest up to, but not including, the redemption date. On or about January 23, 2007, a copy of the irrevocable notice of redemption will be mailed to record holders of the Notes being redeemed by U.S. Bank Trust National Association, 60 Livingston Avenue, St. Paul, Minnesota 55107, the trustee under the indenture governing the Notes. The Notes will be redeemed on or about February 22, 2007.

In addition, Revlon also announced that upon receipt of the proceeds from the rights offering and related private placement, RCPC will use the remainder of such proceeds to repay approximately \$50 million of indebtedness outstanding under RCPC’s \$160 million revolving credit facility, without any permanent reduction in that commitment, after paying fees and expenses incurred in connection with the rights offering and related private placement.

About Revlon

Revlon is a worldwide cosmetics, skin care, fragrance, and personal care products company. Revlon’s vision is to deliver the promise of beauty through creating and developing the most consumer preferred brands. Websites featuring current product and promotional information can be reached at www.revlon.com, www.almay.com and www.mitchumman.com. Corporate and investor relations information can be accessed at www.revloninc.com. The Company’s brands, which are sold worldwide, include Revlon®, Almay®, Ultima®, Charlie®, Flex®, and Mitchum®.

CONTACT: Calandra Matthews
212-527-6463

Revlon Announces Completion of Significantly Over-Subscribed \$100 Million Rights Offering; Proceeds to be Used to Reduce Debt

NEW YORK-(BUSINESS WIRE)—January 25, 2007—Revlon, Inc. (NYSE: REV) (“Revlon”) today announced the completion of Revlon’s significantly over-subscribed \$100 million rights offering and the related private placement it launched on December 18, 2006, with public shareholders seeking to subscribe for approximately 72 million shares, which was approximately 34 million shares in excess of the 37,847,472 shares sold to the public in the rights offering at \$1.05 per share.

MacAndrews & Forbes Holdings Inc. (together with its affiliates, “MacAndrews & Forbes”), Revlon’s majority stockholder, which is wholly-owned by Ronald O. Perelman, has purchased in a private placement directly from Revlon a total of 57,390,623 shares of Revlon’s Class A common stock, pursuant to a previously-disclosed Stock Purchase Agreement between Revlon and MacAndrews & Forbes, at the same price of \$1.05 per share, representing the number of shares that MacAndrews & Forbes would otherwise have been entitled to subscribe for in the rights offering pursuant to its basic subscription privilege (which was approximately 60% of the total shares sold in the rights offering and private placement combined).

The shares sold to MacAndrews & Forbes were sold in reliance on Rule 506 under the Securities Act of 1933, as amended. The issuance of shares to MacAndrews & Forbes was not registered under the Securities Act of 1933, as amended, and, accordingly, such shares may not be offered or sold in the U.S. absent registration or an applicable exemption from registration requirements.

As a result of these transactions, Revlon will have issued a total of 95,238,095 new shares of its Class A common stock, increasing the number of outstanding shares of Revlon’s Class A common stock to 476,688,940 shares and increasing the total number of shares of common stock outstanding, including the Company’s existing 31,250,000 shares of Class B common stock, to 507,938,940 shares. With the completion of these transactions, MacAndrews & Forbes beneficially owns approximately 58% of Revlon’s Class A common stock and approximately 60% of Revlon’s total common stock outstanding, which shares represent approximately 74% of the combined voting power of such shares.

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CONTACT: Calandra Matthews
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