

As filed with the Securities and Exchange Commission on May 10, 1996

Registration No. 33-

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

REVLON, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation)

13-3662955  
(I.R.S. employer identification no.)

625 Madison Avenue  
New York, New York 10022  
(Address of principal executive offices) (Zip code)

Revlon, Inc. 1996 Stock Plan  
(Full title of the plan)

Wade H. Nichols III, Esq.  
Revlon, Inc.  
625 Madison Avenue  
New York, New York 10022  
(212) 527-4000  
(Name, address and telephone number, including area code,  
of agent for service)

Copies to:  
Stacy J. Kanter, Esq.  
Skadden, Arps, Slate, Meagher & Flom  
919 Third Avenue  
New York, New York 10022

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Class A Common Stock, par value \$.01 per share	4,038,000	\$24.8125	\$100,192,875	\$34,550
	956,000	\$24.00	\$22,944,000	\$7,912
	5,000	\$26.375	\$131,875	\$46
	1,000	\$27.25	\$27,250	\$10
	----- 5,000,000 (3)			----- \$42,518

- (1) Calculated in accordance with Rules 457 (c) and (h) under the Securities Act of 1933, as amended (the "Securities Act"), solely for the purpose of calculating the registration fee.
- (2) Estimated solely for the purpose of calculating the registration fee.
- (3) Pursuant to Rule 416, this Registration Statement also covers such indeterminate number of additional shares of Class A Common Stock as may be issuable pursuant to the antidilution provisions of the Revlon, Inc. 1996 Stock Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION.

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "Commission") by the registrant, Revlon, Inc., a Delaware corporation (the "Company"), pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference in this registration statement.

(1) Prospectus dated February 28, 1996, filed pursuant to Rule 424(b) under the Securities Act;

(2) The description of the Class A Common Stock, par value \$.01 per share, of the Company (the "Class A Common Stock") contained under the caption "Description of Registrant's Securities to be Registered" in Amendment No. 1 to the Company's Registration Statement on Form 8-A/A-1 dated February 26, 1996, filed pursuant to Section 12(b) of the Exchange Act, as amended; and

(3) Quarterly Report on Form 10-Q for the quarter ended March 31, 1996 of the Company.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not Applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The validity of the shares of Class A Common Stock to be issued in connection with this Registration Statement will be passed upon by Wade H. Nichols III, Senior Vice President and General Counsel of the Company.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Set forth below is a description of certain provisions of the Delaware General Corporation Law (the "DGCL"), as well as the Amended and Restated By-Laws of the Company filed as Exhibit 3.2 hereto (the "Amended and Restated By-Laws"), as such provisions relate to the indemnification of the directors and officers of the Company. This description is intended only as a summary and is qualified in its entirety by reference to the DGCL and the Amended and Restated By-Laws which are incorporated herein by reference.

Article X of the Amended and Restated By-Laws provides that the Company shall indemnify its officers and directors to the fullest extent permitted by applicable law. Section 145 of the DGCL provides, in general, that each director and officer may be indemnified against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred in connection with the defense or settlement of any threatened, pending or completed legal proceedings in which he is involved by reason of the fact that he is or was a director or officer if he acted in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe that his conduct was unlawful. If the legal proceeding, however, is by or in the right of the Company, the director or officer may not be indemnified in respect of any claim, issue or matter as to which he shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Company unless a court determines otherwise.

Furthermore, Article Fifth of the Company's Amended and Restated Certificate of Incorporation eliminates the personal liability of directors to the Company or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. Section 102 of the DGCL permits a Company's certificate of incorporation to contain these provisions. In addition, Article X, Section 8 of the Amended and Restated By-Laws provides that the Company may purchase insurance on behalf of any person who is or was a director or officer of the Company, or who is or was a director or officer of the Company serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Company would have the power or the obligation to indemnify such person against such liability under the provisions of Article X of the Amended and Restated By-Laws.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable.

ITEM 8. EXHIBITS.

- 3.1 Amended and Restated Certificate of Incorporation of the Company (Incorporated by reference to Exhibit 3.4 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 1996 of the Company).
- 3.2 Amended and Restated By-Laws of the Company (Incorporated by reference to Exhibit 3.5 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 1996 of the Company).
- 4.1 Revlon, Inc. 1996 Stock Plan (Incorporated by reference to Exhibit 10.24 to the Annual Report on Form 10-K for the year ended December 31, 1995 of Revlon Consumer Products Corporation).
- 5 Opinion of Wade H. Nichols III, General Counsel of the Company, regarding the legality of the securities being registered.
- 23.1 Consent of KPMG Peat Marwick LLP, independent certified public accountants.
- 23.2 Consent of Wade H. Nichols III, Esq. (contained in the opinion filed as Exhibit 5 hereto).

24.1 Powers of Attorney (included on the signature page of this registration statement).

ITEM 9. UNDERTAKINGS.

The undersigned registrant hereby undertakes:

(a)(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high and of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act, (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 10th day of May, 1996.

REVLON, INC.  
(Registrant)

By: /s/ Jerry W. Levin

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Jerry W. Levin  
Chairman of the Board of Directors,  
Chief Executive Officer and Director

KNOWN TO ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Glenn P. Dickes, Robert K. Kretzman, Wade H. Nichols III and William J. Fox, or any of them, each acting alone, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his name, place and stead, in any and all capacities, in connection with the Company's Registration Statement on Form S-8 under the Securities Act, including, without limiting the generality of the foregoing, to sign the Registration Statement in the name and on behalf of the Company or on behalf of the undersigned as a director or officer of the Company, and any and all amendments or supplements to the Registration Statement, including any and all stickers and post-effective amendments to the Registration Statement, and to sign any and all additional registration statements relating to the same offering of securities as the Registration Statement that are filed pursuant to Rule 462(b) of the Securities Act and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

## SIGNATURE

## TITLE

## DATE

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/s/ Ronald O. Perelman ----- Ronald O. Perelman	Chairman of the Executive Committee and Director	May 10, 1996
/s/ Jerry W. Levin ----- Jerry W. Levin	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	May 10, 1996
/s/ George Fellows ----- George Fellows	President, Chief Operating Officer and Director	May 10, 1996
/s/ William J. Fox ----- William J. Fox	Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer)	May 10, 1996
/s/ Lawrence E. Kreider ----- Lawrence E. Kreider	Senior Vice President and Controller (Principal Accounting Officer)	May 10, 1996
/s/ Donald G. Drapkin ----- Donald G. Drapkin	Director	May 10, 1996
/s/ Howard Gittis ----- Howard Gittis	Director	May 10, 1996

EXHIBIT INDEX

Exhibit No. -----	Description of Exhibit -----	Page No. -----
5	Opinion of Wade H. Nichols III, General Counsel of the Company, regarding the legality of the securities being registered.	
23.1	Consent of KPMG Peat Marwick LLP, independent certified public accountants.	
23.2	Consent of Wade H. Nichols III, Esq. (contained in the opinion filed as Exhibit 5 hereto).	
24.1	Powers of Attorney (included on the signature page of this Registration Statement).	

May 10, 1996

Board of Directors  
Revlon, Inc.  
625 Madison Avenue  
New York, New York 10022

Dear Sirs:

I am Senior Vice President and General Counsel of Revlon, Inc., a Delaware corporation (the "Company"), and have acted as counsel to the Company in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of 5,000,000 additional shares of the Company's Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"), to be issued pursuant to or reserved for issuance under the Revlon, Inc. 1996 Stock Plan (the "Stock Plan").

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulations S-K under the Securities Act.

In connection with this opinion, I have examined and am familiar with originals or copies certified or otherwise identified to my satisfaction, of (i) the Stock Plan; (ii) the Amended and Restated Certificate of Incorporation and the Amended and Restated By-Laws of the Company, in each case as amended to the date hereof; (iii) certain resolutions of the Board of Directors of the Company relating to the adoption of the Stock Plan and the issuance of the Class A Common Stock; (iv) the resolution by the shareholder of the Company approving the Stock Plan; (v) a specimen certificate evidencing the Class A Common Stock; and (vi) such other documents as I have deemed necessary or appropriate as a basis for the opinion set forth below.

In my examination, I have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to me as certified or photostatic copies and the authenticity of the originals of such copies. As to any facts material to the opinion expressed herein which were not independently established or verified, I have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

I am admitted to the Bar in the state of New York and I do not express any opinion as to the laws of any other jurisdiction.

Upon the basis of and subject to the foregoing, I am of the opinion that the Company has the full power and authority under the General Corporation Law of the State of Delaware, and under its Amended and Restated Certificate of Incorporation and Amended and Restated By-Laws, as amended, to issue the Class A Common Stock reserved for issuance under the Stock Plan, and that such shares of Class A Common Stock are validly authorized shares of Class A Common Stock, and when issued and paid for, will be legally issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to me in Item 5, Interests of Named Experts and Counsel, of the Registration Statement.

Very truly yours,

/s/ Wade H. Nichols III  
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Wade H. Nichols III  
Senior Vice President and  
General Counsel

EXHIBIT 23.1

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors and Stockholders  
Revlon, Inc.:

We consent to the use of our report incorporated herein by reference, included  
in the Prospectus dated February 28, 1996.

/s/ KPMG PEAT MARWICK LLP

New York, New York  
May 10, 1996