SEC Form 4

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FORM 4

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Washington, D.C. 20549

OMB APPROVAL											
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Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 2

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

						01 360	tion 30(n) of the	mesun		прапу л		940									
1. Name and Address of Reporting Person*					2. Issuer Name and Ticker or Trading Symbol REVLON INC /DE/ [REV]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
<u>Dolan Victoria L</u>						<u> </u>				Directo	r		10% Ov	vner							
													Officer (give title		Other (specify						
(Last) (First) (Middle)							of Earliest Trans	Day/Yea		below)			below)								
C/O REVLON, INC.					02/20/2022								C	Chief Financial Officer							
ONE NE	W YOR	K PLAZA																			
,						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)							
(Street)														,	led by One	e Reno	e Reporting Person				
NEW YO	ORK	NY		10004											,	•	0				
										Form filed by More than One Reporting Person											
(City)		(State)		(Zip)																	
			Tak	ole I - Nor	n-Deriva	ative S	ecurities Ac	quirec	, Dis	posec	l of, c	or Bene	eficially	/ Owned							
1. Title of	Security (I	nstr. 3)		2. Transa	action	2A. Deemed	3.		4. Securities Acquired (A)				5. Amour				7. Nature of				
Date (Month/D					ay/Year)	Execution Date, if any (Month/Day/Yea	Code (Instr.		Dispo	sed Of ((D) (Instr.	3, 4 and 5	Beneficia Owned F	Securities Beneficially Owned Following		Indirect str. 4)	Indirect Beneficial Ownership				
								Code	v	Amou	nt	(A) or (D)	Price	ice Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)			
			•				curities Acqu ls, warrants						-	Owned							
1. Title of 2. 3. Transaction 3A. Deemed 4. Derivative Conversion Date Execution Date, Tr						ansaction		6. Date Exercisable and Expiration Date 7. Title and Am of Securities						8. Price of Derivative	f 9. Number of derivative		10. Ownership	11. Nature of Indirec			

Deriv Secu (Insti	vative rity r. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transa Code (8)		on Derivative		Expiration Da (Month/Day/Y	ate	of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restr Stock Units	c	(1)	02/20/2022		A		149,413		(2)	(2)	Common Stock	149,413	\$0	149,413	D	

Explanation of Responses:

1. Each restricted stock unit ("RSU") represents a contingent right to receive one share of Revlon, Inc. Class A Common Stock, par value \$0.01 per share, or, at the Issuer's election, the cash value thereof as of the dates that the RSUs are settled.

2. On February 20, 2022, the Issuer granted the reporting person 149,413 time-based RSUs under the Fourth Amended and Restated Revlon, Inc. Stock Plan, as amended. Sixty percent of the time-based RSUs vest on March 4, 2023 and forty percent of the time-based RSUs vest on March 4, 2024 and will be settled as soon as practicable thereafter.

/s/ Penny Tehrani-Littrell for

Victoria L. Dolan pursuant to a power-of-attorney granted on 02/23/2022

2/22/2022

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

The undersigned, an officer of Revlon, Inc. (the "Company"), hereby constitutes and appoints each of Penny Tehrani-Littrell and Seth Fier, signing singly, the undersigned's true and lawful attorney-in-fact to:

- execute for and on behalf of the undersigned, in the undersigned's capacity as an officer of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities and Exchange Act of 1934 and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5, or other form or report, and timely file such form or report with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of February, 2022.

<u>/s/ Victoria L. Dolan</u> SIGNATURE

<u>Victoria L. Dolan</u> NAME