

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>PERELMAN RONALD O</u>  (Last) (First) (Middle) <u>35 EAST 62ND STREET</u>  (Street) <u>NEW YORK NY 10065</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>REVLON INC /DE/ [ REV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/27/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/27/2018		P		1,500	A	\$23.7993 <sup>(1)</sup>	45,284,821	I	See footnote 4
Class A Common Stock	12/27/2018		P		33,500	A	\$24.3475 <sup>(2)</sup>	45,318,321	I	See footnote 4
Class A Common Stock	12/28/2018		P		20,000	A	\$24.7568 <sup>(3)</sup>	45,338,321 <sup>(4)</sup>	I	See footnote 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Explanation of Responses:**

- The reported transactions were executed in multiple trades. The purchase price of \$23.7993 reported in Column 4 is the weighted average purchase price for the 1,500 shares acquired by the Reporting Person within a range of \$23.68 to \$23.95 per share. The Reporting Person hereby undertakes to provide to the Staff of the SEC, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares acquired at each separate price within the price range noted above.
- The reported transactions were executed in multiple trades. The purchase price of \$24.3475 reported in Column 4 is the weighted average purchase price for the 33,500 shares acquired by the Reporting Person within a range of \$23.96 to \$24.75 per share. The Reporting Person hereby undertakes to provide to the Staff of the SEC, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares acquired at each separate price within the price range noted above.
- The reported transactions were executed in multiple trades. The purchase price of \$24.7568 reported in Column 4 is the weighted average purchase price for the 20,000 shares acquired by the Reporting Person within a range of \$24.35 to \$25.00 per share. The Reporting Person hereby undertakes to provide to the Staff of the SEC, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares acquired at each separate price within the price range noted above.
- Of the 45,338,321 shares of Class A Common Stock reported herein, (i) 40,791,969 shares of Class A Common Stock are owned by MacAndrews & Forbes Incorporated ("M&F"), of which Ronald O. Perelman is the sole stockholder, or its wholly-owned subsidiaries; and (ii) 4,546,352 shares of Class A Common Stock are owned by Perelman Trust Company, LLC, over which M&F exercises voting control.

**Remarks:**

/s/ Ronald O. Perelman 12/31/2018  
 \*\* 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.

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