

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: October 31, 2013
(Date of earliest event reported: October 30, 2013)

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)	(I.R.S. Employer Identification No.)
237 Park Avenue New York, New York		10017
(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 5.02. Appointment of Certain Officers; Election of Directors; Departure of Directors or Certain Officers; Compensatory Arrangements of Certain Officers.

Election of Lorenzo Delpani as President and Chief Executive Officer and Director. On October 30, 2013, the Board of Directors of Revlon, Inc. (“Revlon” and together with its subsidiaries, including, without limitation, Revlon Consumer Products Corporation (“RCPC”), the “Company”), elected Lorenzo Delpani as the Company’s President and Chief Executive Officer, effective November 1, 2013, replacing David L. Kennedy, who was serving as the Company’s Interim Chief Executive Officer. Mr. Kennedy will continue to serve in his role as the Company’s Vice Chairman. Revlon’s Board of Directors also elected Mr. Delpani as a Director of Revlon, effective November 1, 2013. Mr. Delpani was also elected as a Director of RCPC. With the election of Mr. Delpani, Revlon’s Board of Directors will be comprised of 13 members, 8 of whom constitute independent Directors under NYSE and SEC standards.

Prior to joining the Company as part of its recent acquisition of The Colomer Group (“TCG”), Mr. Delpani (44) served since May 2007 as TCG’s Chief Executive Officer. Before joining TCG, Mr. Delpani served in senior executive positions at Reckitt Benckiser plc, including responsibility for South Western Europe and for new product initiatives and e-business. Prior to Reckitt Benckiser, Mr. Delpani held senior marketing and executive positions of increasing scope and responsibility with Johnson & Johnson and The Procter & Gamble Company.

RCPC entered into an employment agreement with Mr. Delpani, which, among other things, provides that Mr. Delpani will serve as the Company’s President and Chief Executive Officer at an annual base salary of not less than \$975,000, with a target bonus of 100% of his base salary with the possibility of exceeding such amount based upon over-achievement of the Company’s objectives. Mr. Delpani’s 2013 target bonus will be pro-rated based on the timing of his becoming CEO, but will not be less than \$637,000. Mr. Delpani will also receive a sign-on bonus payable in a lump-sum payment of \$200,000 in November 2013 and \$600,000 payable in installments during 2014, 2015 and 2016, so long as he continues to be employed by the Company. While the term of Mr. Delpani’s employment agreement is indefinite, it may be terminated by the Company on 30 days’ notice and if his employment were terminated and the Company desired to enforce its non-compete covenant, Mr. Delpani would receive 50% of his then current base salary, plus other standard benefits, for a period of up to 24 months, as well as a pro-rated portion of his bonus for the year of termination, based upon the Company’s achievement of its annual performance objectives.

Mr. Delpani is eligible to participate in the Company’s annual long-term incentive compensation plan (“LTIP”) programs under the Revlon Executive Incentive Compensation Plan (the “Incentive Compensation Plan”). In connection with his appointment, Revlon’s Compensation Committee approved a 2013 LTIP award for Mr. Delpani in the target amount of one-third of \$2 million, payable in March 2014, and an LTIP award in the target amount of two-thirds of \$2 million, payable in March 2015, in each case payable to the extent that the Company’s Transitional LTIP Program objectives have been achieved, and both awards would be pro-rated based on the timing of his becoming CEO. The structure of Mr. Delpani’s LTIP awards is similar to that of the Company’s other similarly situated senior executives who participate in such plan. For 2014, Mr. Delpani will be entitled to receive an LTIP award in the target amount of \$2 million, subject to the Compensation Committee’s adoption of a 2014 LTIP Program and to the terms and conditions of such program. Each of these LTIP awards shall be otherwise subject to the terms of the Company’s applicable LTIP Programs and the Incentive Compensation Plan.

Mr. Delpani is also eligible to participate in other benefit plans generally made available to the Company’s other senior executives at his level. Upon any “change of control,” the term of Mr. Delpani’s employment agreement would be extended for 24 months and if, within such period, Mr. Delpani terminated his employment for “good reason” or if the Company terminated his employment other than for “cause,” he would receive: (i) two times the sum of (a) his base salary and (b) his average gross bonus earned over the previous five years; and (ii) 24 months’ continuation of fringe benefits.

Mr. Delpani 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. Delpani’s election is attached to this Form 8-K as Exhibit 99.1 and it is incorporated by reference in its entirety into this Item 5.02.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated October 31, 2013.

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/ Lauren Goldberg

Lauren Goldberg

Executive Vice President and General Counsel

Date: October 31, 2013

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated October 31, 2013.

Revlon Names Lorenzo Delpani as its President and Chief Executive Officer

NEW YORK--(BUSINESS WIRE)--October 31, 2013--Revlon, Inc. (NYSE:REV) announced today that its Board of Directors elected Lorenzo Delpani as Revlon's President and Chief Executive Officer, effective November 1, 2013. Mr. Delpani replaces David Kennedy, who served briefly as Revlon's Interim Chief Executive Officer and who will continue to serve as Revlon's Vice Chairman. Mr. Delpani was also appointed to serve as a member of Revlon's Board of Directors, as well as the Board of Revlon's wholly owned operating subsidiary, Revlon Consumer Products Corporation.

Prior to joining the Company as part of its recent acquisition of The Colomer Group ("TCG"), Mr. Delpani served as TCG's Chief Executive Officer since May 2007. Before he joined TCG, Mr. Delpani served in senior executive positions at Reckitt Benckiser plc, including responsibility for South Western Europe and for new product initiatives and e-business. Prior to Reckitt Benckiser, Mr. Delpani held senior marketing and executive positions of increasing scope and responsibility with Johnson & Johnson and The Procter & Gamble Company.

Commenting on today's announcement, Mr. Kennedy said, "The acquisition of The Colomer Group represents a significant, strategic step forward for Revlon, and this leadership transition ensures that we have highly capable executives to continue to lead the combined Company. Lorenzo has demonstrated success in leading companies to achieve breakthrough innovations, in reshaping business processes to drive growth and profitability, and in successfully leading complex and geographically diverse organizations. I am highly confident that Lorenzo will bring exemplary and visionary leadership and tremendous passion and focus on ensuring the success of the combined Revlon business."

Revlon Chairman Ronald O. Perelman said, "I want to welcome Lorenzo to his new role as Revlon's President and CEO. Lorenzo has the depth and breadth of strategic, marketing, sales, financial and operational leadership experience to successfully lead and transform the combined Revlon company at this time of extraordinary opportunity and will bring a vision and talent for innovation across all areas of the Company's business."

About Revlon

Revlon is a global color cosmetics, hair color, beauty tools, fragrances, skincare, anti-perspirant deodorants and beauty care products company whose vision is **Glamour, Excitement and Innovation through high-quality products at affordable prices.** Revlon® is one of the strongest consumer brand franchises in the world. Revlon's global brand portfolio includes Revlon® color cosmetics, Almay® color cosmetics, SinfulColors® color cosmetics, Pure Ice® color cosmetics, Revlon ColorSilk® hair color, Revlon® beauty tools, Charlie® fragrances, Mitchum® anti-perspirant deodorants, and Ultima II® and Gatineau® skincare. As a result of its acquisition of The Colomer Group in October 2013, Revlon's global portfolio also includes: Revlon Professional®, Intercosmo®, Orofluido® and UniqOne™ hair care; CND®, CND Shellac® and CND Vinylux™ nail polishes; and American Crew® men's hair care. Websites featuring current product and promotional information can be reached at www.revlon.com, www.almay.com, www.mitchum.com, and www.thecolomergroup.com. Corporate and investor relations information can be accessed at www.revloninc.com.

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. 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, the Company's following estimates, beliefs, expectations, focus and/or plans: (i) the Company's belief that the acquisition of The Colomer Group represents a significant, strategic step forward for Revlon, and this leadership transition ensures that we have highly capable executives to continue to lead the combined Company; (ii) the Company's being highly confident that Lorenzo will bring exemplary and visionary leadership and tremendous passion and focus on ensuring the success of the combined Revlon business; and (iii) the Company's belief that Lorenzo has the depth and breadth of strategic, marketing, sales, financial and operational leadership experience to successfully lead and transform the combined Revlon company at this time of extraordinary opportunity and will bring a vision and talent for innovation across all areas of the Company's business. 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 2012 Annual Report on Form 10-K that we filed with the SEC in February 2013 and our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K that we have filed or will file with the SEC during 2013 (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) less than anticipated benefits from the acquisition of The Colomer Group, such as less than expected strategic benefits from the acquisition and/or less than expected growth from the combined Company; (ii) difficulties or delays in and/or the Company's inability to successfully integrate TCG's business, which could result in less than expected cost synergies, more than expected costs to achieve the planned synergies or delays in, or the Company's inability to achieve, in whole or in part, the expected synergies, as well as less than expected benefits to cash flow and/or earnings from completing the acquisition; and/or (iii) in addition to the foregoing factors, difficulties, delays in, unanticipated costs and/or the Company's inability to launch innovative new products, such as due to less than effective new product development and/or less than expected acceptance of the Company's new products by consumers and/or its customers. Factors other than those listed above could also cause the Company's results to differ materially 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.

CONTACT:

Investor Relations & Media:

Revlon, Inc.

Elise Garofalo, 212-527-5264

Senior Vice President, Treasurer and Investor Relations