

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: **November 14, 2008**
(Date of Earliest Event Reported): **(November 14, 2008)**

Revlon, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-11178
(Commission
File Number)

13-3662955
(I.R.S. Employer
Identification No.)

237 Park Avenue
New York, New York
(Address of Principal Executive Offices)

10017
(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))
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Item 1.01. Entry into a Material Definitive Agreement.

On November 14, 2008, Revlon, Inc. ("Revlon") issued a press release (the "Press Release") announcing that its wholly-owned operating subsidiary, Revlon Consumer Products Corporation ("RCPC"), entered into an amendment (the "Amendment") to RCPC's \$170 million Senior Subordinated Term Loan Agreement (the "Loan Agreement") with MacAndrews & Forbes Holdings Inc. (together with its affiliates, "MacAndrews & Forbes"), Revlon's majority stockholder, which is wholly owned by Ronald O. Perelman.

The Amendment extends the maturity date of the Loan Agreement until the earlier of (i) the date that Revlon consummates an issuance, or aggregate issuances, of equity with gross proceeds in the amount of at least \$107 million, which proceeds would be used to repay the loan and (ii) August 1, 2010, in consideration for the payment of an extension fee of 1.5% of the aggregate principal amount outstanding under the loan.

A copy of the Amendment to the Loan Agreement is included as Exhibit 10.1, and is incorporated by reference into this Item 1.01.

Item 7.01. Regulation FD Disclosure.

A copy of the Press Release is attached to this Form 8-K as Exhibit 99.1 and is incorporated by reference into this Item 7.01.

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

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to Senior Subordinated Term Loan Agreement, dated as of November 14, 2008 between RCPC, as borrower, and MacAndrews & Forbes, as lender (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of RCPC filed with the Securities and Exchange Commission on November 14, 2008).
99.1	Press Release, dated November 14, 2008.

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

Robert K. Kretzman

Executive Vice President, Human Resources,

Chief Legal Officer and General Counsel

Date: November 14, 2008

EXHIBIT INDEX

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99.1	Press Release, dated November 14, 2008.

Revlon Extends Term of Senior Subordinated Term Loan

Reaffirms Intent to Launch Equity Rights Offering to Reduce Debt by \$107 Million

NEW YORK--(BUSINESS WIRE)--November 14, 2008--Revlon, Inc. (NYSE: REV), announced today that Revlon Consumer Products Corporation ("RCPC"), the wholly-owned operating subsidiary of Revlon, Inc. ("Revlon"), entered into an amendment to its \$107 million Senior Subordinated Term Loan Agreement (the "Term Loan") with MacAndrews & Forbes Holdings Inc. (together with its affiliates, "MacAndrews & Forbes"), Revlon's majority stockholder, extending the term to the earlier of (1) the consummation of Revlon's previously announced equity rights offering, the proceeds of which would be used to repay the Term Loan, or (2) August 1, 2010.

The Term Loan will continue to provide that RCPC may, at its option, prepay such loan, in whole or in part, at any time prior to maturity, without premium or penalty, bears interest at an annual rate of 11%, payable quarterly in cash, and is unsecured and subordinated to RCPC's senior debt.

Revlon reaffirmed its intent to launch a \$107 million equity rights offering (the "Rights Offering") to reduce the Company's debt by the same amount. The Rights Offering would allow stockholders to purchase additional shares of Revlon Class A common stock. The proceeds of the Rights Offering would be used to fully repay the remaining principal balance of the Term Loan. Given the current conditions in the capital markets, Revlon is monitoring the financial markets closely to assess the appropriate timing of the Rights Offering.

As announced on September 3, 2008, Revlon used \$63 million of the net proceeds from the previously announced July 28, 2008 sale of its non-core Brazilian brands to repay \$63 million in aggregate principal amount of the then \$170 million Term Loan. This repayment will result in annualized interest savings of approximately \$7 million.

MacAndrews & Forbes, which is wholly-owned by Ronald O. Perelman, beneficially owns as of this date approximately 58% of Revlon's outstanding Class A common stock, 100% of Revlon's Class B common stock and approximately 61% of Revlon's combined outstanding shares of Class A and Class B common stock, which together represent approximately 75% of the combined voting power of such shares.

About Revlon

Revlon is a worldwide cosmetics, hair color, beauty tools, fragrances, skincare, anti-perspirants/deodorants and personal care products company. The Company's vision is to provide glamour, excitement and innovation to consumers through high-quality products at affordable prices. 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®**, **ColorSilk®**, **Mitchum®**, **Charlie®**, **Gatineau®** and **Ultima II®**.

Forward-Looking Statements

Statements made in this press release, which are not historical facts, including statements about the Company's plans, strategies, beliefs and expectations, are forward-looking and subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. 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 economic, industry or cosmetics category conditions; changes in estimates, expectations or assumptions; or other circumstances or events arising after the issuance of this press release. Such forward-looking statements include, without limitation, the Company's beliefs, expectations and/or plans regarding our intent to launch a \$107 million Rights Offering to reduce debt by the same amount and that the proceeds of the Rights Offering would be used to fully repay the remaining principal balance of the Term Loan. 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 2007 Annual Report on Form 10-K filed with the SEC in March 2008 and our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K that we will file with the SEC during 2008 (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 difficulties, delays in, unexpected costs associated with or Revlon's inability, or determination not, to consummate, in whole or in part, the possible \$107 million Rights Offering and/or the unavailability of, or less than anticipated, funds from such offering to fully repay the \$107 million remaining principal balance of the Term Loan. 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:

Revlon, Inc.

Investor Relations & Media:

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