SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

☐ 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[*]

PERELMAN RONALD O

(Last)　　　(First)　　　(Middle)

35 EAST 62ND STREET

(Street)

NEW YORK　　NY　　10065

(City)　　　(State)　　　(Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
REVLON INC /DE/ [REV]

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2018

4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X　Director　　　X　10% Owner
　　Officer (give title below)　　　Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X　Form filed by One Reporting Person
　　Form filed by More than One Reporting Person |

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	12/31/2018		P		10,000	A	$25.1489[(1)]	45,348,821[(2)]	I	See footnote 2

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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The reported transactions were executed in multiple trades. The purchase price of $25.1489 reported in Column 4 is the weighted average purchase price for the 10,000 shares acquired by the Reporting Person within a range of $24.90 to $25.25 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.

2. Of the 45,348,321 shares of Class A Common Stock reported herein, (i) 40,801,969 shares of Class A Common Stock are owned by MacAndrews & Forbes Incorporated ("M&F") 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. The ROP Revocable Trust dated 1/9/2018, of which Ronald O. Perelman is the sole trustee and beneficiary, is the sole stockholder of M&F.

Remarks:

/s/ Ronald O. Perelman　　　　　01/02/2019
** 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.