SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) and (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. 5)

Revion, Inc.
(Name of Issuer)
Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)
76152550
(CUSIP Number)
December 31, 2008
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed: O Rule 13d-1(b) X Rule 13d-1(c) X Rule 13d-1(d)

1	NAME OF REPORTING PERSON MacAndrews & Forbes Holdings Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER ((See Instructions)	OF A GROUP (a) o (b) o
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 31,425,235 shares of Class A Common Stock.(1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 26,863,625 shares of Class A Common Stock.(1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNE. 31,425,235 shares of Class A Common Stock	D BY EACH REPORTING PERSON
10	CHECK BOX IF THE AGGREGATE AMOUNT IN (See Instructions)	ROW (9) EXCLUDES CERTAIN SHARES o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 61.13%(2)	
12	TYPE OF REPORTING PERSON (See Instructions) CO	
		into an equal number of shares of Class A Common Stock at any time, (ii) options held by Ronald O. 323,500 shares of Class A common stock held directly by Ronald O. Perelman, and (iv) 7,718,092

shares of Class A Common Stock beneficially owned by a holding company in which each of Ronald O. Perelman and the Ronald O. Perelman 2008 Trust own 50% of the

Assumes the conversion of the Class B Common Stock referred to in footnote (1) into shares of Class A Common Stock and the exercise of the options referred to in

shares called RCH Holdings One Inc. See Item 4.

(2)

	MacAndrews & Forbes LLC (formerly known	as MacAndrews & Forbes Inc.)
2	CHECK THE APPROPRIATE BOX IF A MI (See Instructions)	EMBER OF A GROUP (a) o (b) o
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZAT Delaware	ΓΙΟΝ
NUMBER OF SHARES ENEFICIALLY OWNED BY EACH REPORTING ERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 31,425,235 shares of Class A Common Stock.(1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 26,863,625 shares of Class A Common Stock.(1)
9	AGGREGATE AMOUNT BENEFICIALL 31,425,235 shares of Class A Common Sto	Y OWNED BY EACH REPORTING PERSON ck
10	CHECK BOX IF THE AGGREGATE AM (See Instructions)	OUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0
11	PERCENT OF CLASS REPRESENTED B 61.13%(2)	SY AMOUNT IN ROW (9)
12	TYPE OF REPORTING PERSON (See Ins	structions)

shares of Class A Common Stock beneficially owned by a holding company in which each of Ronald O. Perelman and the Ronald O. Perelman 2008 Trust own 50% of the

Assumes the conversion of the Class B Common Stock referred to in footnote (1) into shares of Class A Common Stock and the exercise of the options referred to in

shares called RCH Holdings One Inc. See Item 4.

(2)

1	NAME OF REPORTING PERSON REV Holdings LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER ((See Instructions)	OF A GROUP (a) 0 (b) 0
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 31,425,235 shares of Class A Common Stock.(1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 26,863,625 shares of Class A Common Stock.(1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNE 31,425,235 shares of Class A Common Stock	D BY EACH REPORTING PERSON
10	CHECK BOX IF THE AGGREGATE AMOUNT IN (See Instructions)	ROW (9) EXCLUDES CERTAIN SHARES o
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 61.13%(2)	
12	TYPE OF REPORTING PERSON (See Instructions) OO	
		into an equal number of shares of Class A Common Stock at any time, (ii) options held by Ronald O. 323,500 shares of Class A common stock held directly by Ronald O. Perelman, and (iv) 7,718,092

shares of Class A Common Stock beneficially owned by a holding company in which each of Ronald O. Perelman and the Ronald O. Perelman 2008 Trust own 50% of the

Assumes the conversion of the Class B Common Stock referred to in footnote (1) into shares of Class A Common Stock and the exercise of the options referred to in

shares called RCH Holdings One Inc. See Item 4.

(2)

1	NAME OF REPORTING PERSON	
	MacAndrews Cosmetics Holdings Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF	CA CROUD (a) a
2	(See Instructions)	FA GROUP (a) 0 (b) o
	(occ instructions)	(6) 0
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF	5	SOLE VOTING POWER
SHARES	3	0
BENEFICIALLY		·
OWNED		
BY EACH		
REPORTING PERSON WITH		
TERSON WITH		
	6	SHARED VOTING POWER
		31,425,235 shares of Class A Common Stock.(1)
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
	6	26,863,625 shares of Class A Common Stock.(1)
		20,000,020 Shares of Glass 11 Collinion Stock.(1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED	BY EACH REPORTING PERSON
	31,425,235 shares of Class A Common Stock	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN F	OW (9) EXCLUDES CERTAIN SHARES
	(See Instructions)	0
	mod detions)	U
11	PERCENT OF CLASS REPRESENTED BY AMOUN	IT IN ROW (9)
	61.13%(2)	
12	TYPE OF REPORTING PERSON (See Instructions)	
	CO	
(1) Include	es (i) 3 125 000 shares of Class B Common Stock convertible	e into an equal number of shares of Class A Common Stock at any time, (ii) options held by Ronald O.
		i) 323,500 shares of Class A common stock held directly by Ronald O. Perelman, and (iv) 7,718,092
		company in which each of Ronald O. Perelman and the Ronald O. Perelman 2008 Trust own 50% of the
shares	called RCH Holdings One Inc. See Item 4.	
(2)		
* *		in footnote (1) into shares of Class A Common Stock and the exercise of the options referred to in
footnot	c (1).	

1	NAME OF REPORTING PERSON Mafco One LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER (See Instructions)	OF A GROUP (a) 0 (b) 0
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 31,425,235 shares of Class A Common Stock.(1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 26,863,625 shares of Class A Common Stock.(1)
9	AGGREGATE AMOUNT BENEFICIALLY OWN 31,425,235 shares of Class A Common Stock	ED BY EACH REPORTING PERSON
10	CHECK BOX IF THE AGGREGATE AMOUNT II (See Instructions)	N ROW (9) EXCLUDES CERTAIN SHARES o
11	PERCENT OF CLASS REPRESENTED BY AMO 61.13%(2)	UNT IN ROW (9)
12	TYPE OF REPORTING PERSON (See Instructions OO	s)
		le into an equal number of shares of Class A Common Stock at any time, (ii) options held by Ronald O. i) 323,500 shares of Class A common stock held directly by Ronald O. Perelman, and (iv) 7,718,092

- Perelman to purchase 92,500 shares of Class A Common Stock, (iii) 323,500 shares of Class A common stock held directly by Ronald O. Perelman, and (iv) 7,718,092 shares of Class A Common Stock beneficially owned by a holding company in which each of Ronald O. Perelman and the Ronald O. Perelman 2008 Trust own 50% of the shares called RCH Holdings One Inc. See Item 4.
- (2) Assumes the conversion of the Class B Common Stock referred to in footnote (1) into shares of Class A Common Stock and the exercise of the options referred to in footnote (1).

1	NAME OF REPORTING PERSON Mafco Four LLC		
2	CHECK THE APPROPRIATE BOX IF A MEME (See Instructions)	ER OF A GROUP (a) 0 (b) 0	
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	I	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 31,425,235 shares of Class A Common Stock.(1)	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 26,863,625 shares of Class A Common Stock.(1)	
9	AGGREGATE AMOUNT BENEFICIALLY O' 31,425,235 shares of Class A Common Stock	WNED BY EACH REPORTING PERSON	
10	CHECK BOX IF THE AGGREGATE AMOUN (See Instructions)	T IN ROW (9) EXCLUDES CERTAIN SHARES o	
11	PERCENT OF CLASS REPRESENTED BY A 61.13%(2)	MOUNT IN ROW (9)	
12	TYPE OF REPORTING PERSON (See Instruction)	ions)	
Perelman shares of	to purchase 92,500 shares of Class A Common Stoo	ertible into an equal number of shares of Class A Common Stock at any time, (ii) options held by F k, (iii) 323,500 shares of Class A common stock held directly by Ronald O. Perelman, and (iv) 7,7 ding company in which each of Ronald O. Perelman and the Ronald O. Perelman 2008 Trust own	718,092

Assumes the conversion of the Class B Common Stock referred to in footnote (1) into shares of Class A Common Stock and the exercise of the options referred to in

(2)

	MacAndrews & Forbes Group, LLC	
2	CHECK THE APPROPRIATE BOX IF A M	
	(See Instructions)	(b) o
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZAT	ΓΙΟΝ
NUMBER OF SHARES ENEFICIALLY OWNED BY EACH REPORTING ERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 31,425,235 shares of Class A Common Stock.(1)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 26,863,625 shares of Class A Common Stock.(1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 31,425,235 shares of Class A Common Stock	
10	CHECK BOX IF THE AGGREGATE AM (See Instructions)	OUNT IN ROW (9) EXCLUDES CERTAIN SHARES o
11	PERCENT OF CLASS REPRESENTED E 61.13%(2)	BY AMOUNT IN ROW (9)
12	TYPE OF REPORTING PERSON (See Ins	structions)

- (1) Includes (i) 3,125,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time, (ii) options held by Ronald O. Perelman to purchase 92,500 shares of Class A Common Stock, (iii) 323,500 shares of Class A common stock held directly by Ronald O. Perelman, and (iv) 7,718,092 shares of Class A Common Stock beneficially owned by a holding company in which each of Ronald O. Perelman and the Ronald O. Perelman 2008 Trust own 50% of the shares called RCH Holdings One Inc. See Item 4.
- (2) Assumes the conversion of the Class B Common Stock referred to in footnote (1) into shares of Class A Common Stock and the exercise of the options referred to in footnote (1).

1	NAME OF REPORTING PERSON RCH Holdings One Inc.			
2	CHECK THE APPROPRIATE BOX IF A MEMI (See Instructions)	BER OF A GROUP	(a) o (b) o	
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATIO Delaware	N		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0		
	6	SHARED VOTING POWER 7,718,092 shares of Class A Comr	non Stock.	
	7	SOLE DISPOSITIVE POWER 0		
	8	SHARED DISPOSITIVE POWER 7,718,092 shares of Class A Comr		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,718,092 shares of Class A Common Stock			
10	CHECK BOX IF THE AGGREGATE AMOUNT (See Instructions)	NT IN ROW (9) EXCLUDES CERTAIN SHARE	S 0	
11	PERCENT OF CLASS REPRESENTED BY A 16.02% (1)	MOUNT IN ROW (9)		
12	TYPE OF REPORTING PERSON (See Instructions) CO			

⁽¹⁾ As required by applicable regulations, the calculation of the Class A Common Stock outstanding excludes the 3,125,000 shares of Class B Common Stock referred to in footnote (1) on the preceding cover pages and the 92,500 shares of Class A Common Stock issuable upon exercise of the options referred to in that footnote.

1	NAME OF REPORTING PERSON Raymond G. Perelman		
2	CHECK THE APPROPRIATE BOX IF A MEM (See Instructions)	IBER OF A GROUP	(a) o (b) o
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATIO United States	DN	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0	
	6	SHARED VOTING POWER 0	
	7	SOLE DISPOSITIVE POWER 0	
	8	SHARED DISPOSITIVE POWER 4,561,610 shares of Class A Common Stock	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,561,610 shares of Class A Common Stock		
10	CHECK BOX IF THE AGGREGATE AMOU (See Instructions)	INT IN ROW (9) EXCLUDES CERTAIN SHARES	0
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.47% of Class A Common Stock outstanding (1)		
12	TYPE OF REPORTING PERSON (See Instru	ections)	

⁽¹⁾ As required by applicable regulations, the calculation of the Class A Common Stock outstanding excludes the 3,125,000 shares of Class B Common Stock referred to in footnote (1) on the preceding cover pages and the 92,500 shares of Class A Common Stock issuable upon exercise of the options referred to in that footnote.

ITEM 1(a): Name of Issuer:

Revlon, Inc. (the "Issuer")

ITEM 1(b): Address of Issuer's Principal Executive Offices:

237 Park Avenue, New York, New York 10017

ITEM 2(a): Name of Person Filing:

See Item 4

ITEM 2(b): Address of Principal Business Office or, if None, Residence:

See Item 4

ITEM 2(c): Citizenship:

See the responses to Item 4 on the attached Cover Pages

ITEM 2(d): Title of Class of Securities:

Class A Common Stock, par value \$0.01 per share

ITEM 2(e): CUSIP Number:

ITEM 3:

76152550

If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

(a) O Broker or dealer registered under Section 15 of the Exchange Act.

(b) O Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) O Insurance company as defined in Section 3(a)(19) of the Exchange Act.

(d) O Investment company registered under Section 8 of the Investment Company Act.

(e) O An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f) O An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

(g) O A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(h) O A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) O A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) O Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4: Ownership.

MacAndrews & Forbes Holdings Inc. ("MacAndrews & Forbes"), the sole stockholder of which is Ronald O. Perelman, directly or indirectly owns all the stock or membership interests, as applicable, of MacAndrews & Forbes LLC (formerly known as MacAndrews & Forbes Inc.), REV Holdings LLC, MacAndrews Cosmetics Holdings Inc., Mafco One LLC, Mafco Four LLC and MacAndrews & Forbes Group, LLC (together with MacAndrews & Forbes, the "MacAndrews & Forbes Entities"). MacAndrews & Forbes may be deemed to beneficially own 4,561,610 shares of Class A Common Stock of the issuer beneficially owned by Raymond G. Perelman because it holds an irrevocable voting proxy with respect to those shares. Those shares are included in the totals reported on Item 6 on the attached Cover Pages for all of the filers except RCH Holdings One Inc. Each of Mr. Perelman and the Ronald O. Perelman 2008 Trust own 50% of the shares of a holding company called RCH Holdings One Inc. Ronald O. Perelman may be deemed to beneficially own the 7,718,092 shares of Class A Common Stock beneficially owned by RCH Holdings One Inc. and Ronald O. Perelman has shared voting and dispositive power with respect to such shares. Those shares are included in the totals reported on Items 6 and 8 on the attached Cover Pages for all of the filers except Raymond G. Perelman. The principal business address of each of the MacAndrews & Forbes Entities and of RCH Holdings One Inc. is 35 E. 62nd Street, New York, New York, 10065. The principal business address of Raymond G. Perelman is 225 City Line Avenue, Suite 14, Bala Cynwyd, PA, 19004.

(a) Amount Beneficially Owned:

See the responses to Item 9 on the attached Cover Pages

(b) Percent of Class:

See the responses to Item 11 on the attached Cover Pages

(c) Number of shares as to which such persons have:

(i) Sole power to vote or to direct the vote:

See the responses to Item 5 on the attached Cover Pages

(ii) Shared power to vote or to direct the vote:

See the responses to Item 6 on the attached Cover Pages

(iii) Sole power to dispose or to direct the disposition of:

See the responses to Item 7 on the attached Cover Pages

(iv) Shared power to dispose or to direct the disposition of:

See the responses to Item 8 on the attached Cover Pages

ITEM 5: Ownership of Five Percent or Less of a Class.

Not applicable

ITEM 6: Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

ITEM 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable

ITEM 8: Identification and Classification of Members of the Group.

Not applicable

ITEM 9: Notice of Dissolution of a Group.

Not applicable

ITEM 10: Certification.

By signing below on behalf of RCH Holdings One Inc., Barry F. Schwartz certifies that, to the best of his knowledge and belief, the securities referred to above as being beneficially owned by RCH Holdings One Inc. were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

By signing below, Raymond G. Perelman certifies that, to the best of his knowledge and belief, the securities referred to above as being beneficially owned by him were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

This Item is not applicable to the MacAndrews & Forbes Entities, which are filing this Statement on Schedule 13G pursuant to Rule 13d-1(d).

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 2, 2009

MACANDREWS & FORBES HOLDINGS INC.

By: /s/ Barry F. Schwartz
Name: Barry F. Schwartz
Title: Executive Vice Chairman

MACANDREWS & FORBES LLC

By: /s/ Barry F. Schwartz
Name: Barry F. Schwartz
Title: Executive Vice Chairman

REV HOLDINGS LLC

By: /s/ Barry F. Schwartz
Name: Barry F. Schwartz
Title: Executive Vice Chairman

MACANDREWS COSMETICS HOLDINGS INC.

By: /s/ Barry F. Schwartz
Name: Barry F. Schwartz
Title: Executive Vice Chairman

MAFCO ONE LLC

By: /s/ Barry F. Schwartz
Name: Barry F. Schwartz
Title: Executive Vice Chairman

MAFCO FOUR LLC

By: /s/ Barry F. Schwartz
Name: Barry F. Schwartz
Title: Executive Vice Chairman

MACANDREWS & FORBES GROUP, LLC

By: /s/ Barry F. Schwartz
Name: Barry F. Schwartz
Title: Executive Vice Chairman

RCH HOLDINGS ONE INC.

By: /s/ Barry F. Schwartz
Name: Barry F. Schwartz
Title: Executive Vice Chairman

/s/ Raymond G. Perelman

Raymond G. Perelman

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to such statement shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. This agreement may be included as an exhibit to such joint filing.

This Joint Filing Agreement supersedes and replaces the Joint Filing Agreement dated April 5, 2004.

Dated: January 2, 2009

MACANDREWS & FORBES HOLDINGS INC.

/s/ Barry F. Schwartz By: Barry F. Schwartz Name: Title: Executive Vice Chairman

MACANDREWS & FORBES LLC

/s/ Barry F. Schwartz By: Name: Barry F. Schwartz Title: Executive Vice Chairman

REV HOLDINGS LLC

/s/ Barry F. Schwartz By: Name: Barry F. Schwartz Title: Executive Vice Chairman

MACANDREWS COSMETICS HOLDINGS INC.

/s/ Barry F. Schwartz By: Name: Barry F. Schwartz Title: Executive Vice Chairman

MAFCO ONE LLC

/s/ Barry F. Schwartz By: Barry F. Schwartz Name: Title: Executive Vice Chairman

MAFCO FOUR LLC

/s/ Barry F. Schwartz By: Barry F. Schwartz Name: Title: Executive Vice Chairman

MACANDREWS & FORBES GROUP, LLC

/s/ Barry F. Schwartz By: Name: Barry F. Schwartz Title: Executive Vice Chairman

RCH HOLDINGS ONE INC.

/s/ Barry F. Schwartz By: Barry F. Schwartz Name: Executive Vice Chairman Title:

/s/ Raymond G. Perelman

Raymond G. Perelman