

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

-----  
April 30, 2004 (April 29, 2004)

-----  
Date of Report (Date of earliest event reported)

Revlon, Inc.

-----  
(Exact Name of Registrant as Specified in its Charter)

Delaware

1-11178

13-3662955

-----  
(State or Other  
Jurisdiction of  
Incorporation)

(Commission File No.)

(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)

Item 5. Other Events and Regulation FD Disclosure

On April 30, 2004, Revlon, Inc. ("Revlon") issued a press release announcing that approximately 97% of the total issued and outstanding principal amount of 12% Senior Secured Notes due 2005 (the "Notes") issued by Revlon Consumer Products Corporation ("RCPC"), a wholly owned subsidiary of Revlon, have been tendered in connection with RCPC's tender offer and consent solicitation commenced on April 16, 2004. The amount of Notes tendered represents a sufficient number of consents to certain amendments to the indenture governing the Notes. RCPC, the guarantors of RCPC's obligations under the Notes, and the trustee for the Notes have executed a supplemental indenture which will become operative upon the consummation of RCPC's offer to purchase the Notes. The supplemental indenture is attached as Exhibit 4.33 and is incorporated herein by reference.

The above events and related matters are further described in the press release dated April 30, 2004, a copy of which is attached hereto as Exhibit 99.1.

Item 7. Financial Statements and Exhibits

(c)	Exhibit No.	Description
	-----	-----
	4.33	First Supplemental Indenture, dated as of April 29, 2004, between Revlon Consumer Products Corporation, the Guarantors, and Wilmington Trust Company, as Trustee, relating to Revlon Consumer Products Corporation's 12% Senior Secured Notes due 2005 (incorporated by reference to Exhibit 4.33 of the Current Report on Form 8-K of Revlon Consumer Products Corporation filed with the Securities and Exchange Commission

on April 30, 2004).

99.1

Press Release, dated April 30, 2004.

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, General  
Counsel and Chief Legal Officer

Date: April 30, 2004

EXHIBIT INDEX

Exhibit No.  
-----

Description  
-----

4.33

First Supplemental Indenture, dated as of April 29, 2004, between Revlon Consumer Products Corporation, the Guarantors, and Wilmington Trust Company, as Trustee, relating to Revlon Consumer Products Corporation's 12% Senior Secured Notes due 2005 (incorporated by reference to Exhibit 4.33 of the Current Report on Form 8-K of Revlon Consumer Products Corporation filed with the Securities and Exchange Commission on April 30, 2004).

99.1

Press Release, dated April 30, 2004.

FOR IMMEDIATE RELEASE

REVLON ANNOUNCES SUCCESS OF CONSENT SOLICITATION FOR ITS  
12% SENIOR SECURED NOTES DUE 2005

PERIOD TO RECEIVE FULL TENDER CONSIDERATION EXTENDED

NEW YORK, April 30, 2004 - Revlon, Inc. (NYSE: REV) today announced that, in connection with the tender offer and consent solicitation by its wholly-owned subsidiary, Revlon Consumer Products Corporation ("RCPC"), with respect to RCPC's 12% Senior Secured Notes due 2005, approximately 97% of the total issued and outstanding principal amount of the notes have been validly tendered, representing a sufficient number of consents to certain amendments to the indenture. The Company also indicated that it is extending the deadline for tendering and receiving the full tender consideration with respect to the 12% Senior Secured Notes, from 5:00 PM EDT on April 29, 2004 to the tender offer expiration at 5:00 PM EDT on May 14, 2004. The Company indicated that, through 5:00 PM EDT on April 29, 2004, holders have tendered \$352,971,000 aggregate principal amount of the 12% Senior Secured Notes.

The amendments to the indenture will eliminate substantially all of the restrictive covenants contained in the indenture governing the 12% Senior Secured Notes and release the guarantees of RCPC's obligations, and the collateral securing the obligations of RCPC and the guarantors, under the indenture. The supplemental indenture incorporating the amendments, as described in the Offer to Purchase for Cash and Consent Solicitation dated April 16, 2004 (the "Offer to Purchase") will not become operative unless RCPC's tender offer for the 12% Senior Secured Notes is consummated in accordance with its terms.

This press release announces the Withdrawal Deadline, as described in the Offer to Purchase; accordingly, holders who have validly tendered 12% Senior Secured Notes as of this time (the "Withdrawal Deadline") are no longer permitted to withdraw their 12% Senior Secured Notes and related consents. In addition, holders who tender 12% Senior Secured Notes between now and the expiration date of the tender offer will not be permitted to withdraw their 12% Senior Secured Notes. In order to allow holders of the 12% Senior Secured Notes to utilize the DTC Automated Tender Offer Program throughout the entire tender offer, the expiration has been extended from 3:00 PM EDT to 5:00 PM EDT on the same date as previously announced, May 14, 2004.

Holders of the notes can obtain copies of the offer to purchase and related materials from D.F. King & Co., Inc., the Information Agent, at (800) 949-2583 (toll free) or (212) 269-5550 (collect). Citigroup Global Markets Inc. ("Citigroup") is acting as Dealer Manager. Questions regarding the solicitation can be addressed to Citigroup at (800) 558-3745 (toll free) or (212) 723-6106 (collect). Holders of the 12% Senior Secured Notes may obtain a hypothetical quote of the consideration to be paid by calling either the Dealer Manager or the Information Agent. In addition, promptly following the final calculation of the consideration for the 12% Senior Secured Notes, the Company will publicly announce, by press release, the pricing information.

None of Revlon, RCPC, Citigroup or the Information Agent makes any recommendations as to whether or not holders should tender their notes, and no one has been authorized by any of them to make such recommendations. Holders must make their own decisions as to whether to tender notes and, if so, the principal amount of notes to tender.

CONTACTS:

INVESTOR RELATIONS:  
MARIA A. SCEPPAGUERCIO  
(212) 527-5230

MEDIA:  
CATHERINE FISHER  
(212) 527-5727

Forward Looking Statements

Statements 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 U.S. federal securities laws, the Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new

information, future events or otherwise. Such forward-looking statements include, without limitation, the Company's expectations and estimates about future events and the Company's estimates regarding the consummation of the refinancing transactions, including the tender offers and consent solicitation, and the amounts and timing thereof. Actual results may differ materially from such forward-looking statements for a number of reasons, including those set forth in the Company's filings with the Securities and Exchange Commission, including the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the SEC (which may be viewed on the SEC's website at <http://www.sec.gov> or on the Company's website at <http://www.revloninc.com>), as well as reasons including difficulties, delays, unexpected costs, the inability of RCPC to consummate the refinancing transactions, including completing the tender offers and consent solicitation, or changes in the amount or timing thereof. Factors other than those listed above could also cause the Company's results to differ materially from expected results.