

**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: February 21, 2023
(Date of earliest event reported: February 21, 2023)

Commission File Number	Registrant; State of Incorporation; Address and Telephone Number	IRS Employer Identification No.
1-11178	Revlon, Inc. Delaware One New York Plaza New York, New York, 10004 212-527-4000	13-3662955
33-59650	Revlon Consumer Products Corporation Delaware One New York Plaza New York, New York, 10004 212-527-4000	13-3662953

Former Name or Former Address, if Changed Since Last Report: None

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))

Securities registered pursuant to Section 12(b) or 12(g) of the Act:

	Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Revlon, Inc.	Class A Common Stock	REVRQ	*
Revlon Consumer Products Corporation	None	N/A	N/A

Indicate by check mark whether each registrant is an "emerging growth company" as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter) in Rule 12b-2 of the Exchange Act.

* Revlon, Inc.'s Class A Common Stock began trading exclusively on the over-the-counter market on October 21, 2022 under the symbol REVRQ.

	Emerging Growth Company
Revlon, Inc.	<input type="checkbox"/>
Revlon Consumer Products Corporation	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrants have elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

As previously disclosed, on June 15, 2022, Revlon, Inc. (“Revlon”) and certain subsidiaries, including Revlon Consumer Products Corporation (“Products Corporation” and together with Revlon, the “Company”) (the Chapter 11 filing entities collectively, the “Debtors”), filed voluntary petitions for reorganization under Chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). The cases (the “Chapter 11 Cases”) are being administered under the caption *In re Revlon, Inc., et al.* (Case No. 22-10760 (DSJ)). The Debtors continue to operate their businesses as “debtors-in-possession” under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court.

Cleansing Materials

On February 7, 2023, the Company entered into confidentiality agreements (the “NDAs”) with (i) certain of the lenders (the “Negotiating BrandCo Lenders”) under that certain BrandCo Credit Agreement, dated as of May 7, 2020, by and among the Company, the lenders from time to time parties thereto and Jefferies Finance LLC, as administrative agent and collateral agent (as amended, restated, supplemented or otherwise modified from time to time, the “BrandCo Credit Agreement”) and (ii) certain of the lenders (the “Negotiating 2016 Lenders,” and collectively with the Negotiating BrandCo Lenders, the “Negotiating Lenders”) under that certain Term Credit Agreement, dated as of September 7, 2016, by and among the Company, the lenders from time to time parties thereto and Citibank, N.A., as administrative agent and collateral agent (as amended, restated, supplemented or otherwise modified from time to time, the “2016 Credit Agreement”) in connection with settlement negotiations among the Company and the Negotiating Lenders regarding the settlement of the Chapter 11 Cases and *AIMCO CLO 10 Ltd., et al. v. Revlon, Inc. et al.*, Adv. Pro. No. 22-01167 (DSJ) (Bankr. S.D.N.Y. Oct. 31, 2022) (the “Adversary Proceeding”).

On February 17, 2023, the Negotiating Lenders and the Company reached a settlement in principle with respect to the Chapter 11 Cases and the Adversary Proceeding, including the claims and controversies in connection therewith (collectively, the “Settlement”), subject to definitive documentation and receipt of certain approvals. The Settlement is subject to, among other things, approval from the Bankruptcy Court.

Pursuant to the terms of the NDA, the Company agreed to publicly disclose certain confidential information provided to the Negotiating Parties pursuant to the NDAs and a summary description of the terms of the Settlement (the “Cleansing Materials”) upon the occurrence of certain events. A copy of the Cleansing Materials is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K. The Cleansing Materials are based solely on information available to the Company as of the date such materials were provided to certain of the Company’s creditors. The description in this Form 8-K of the Cleansing Materials does not purport to be complete and is qualified in its entirety by reference to the complete presentation of the Cleansing Materials attached as Exhibit 99.1 hereto.

The information in this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, and is not incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Cautionary Statement Regarding Forward-Looking Information

Certain statements in this Current Report on Form 8-K are “forward-looking statements” made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. The Company’s actual results may differ materially from those anticipated in these forward-looking statements as a result of certain risks and other factors, which could include the following: risks and uncertainties relating to the bankruptcy petitions, including but not limited to, the Company’s ability to obtain Bankruptcy Court approval with respect to motions in the bankruptcy petitions, the effects of the bankruptcy petitions on the Company and on the interests of various constituents, Bankruptcy Court rulings on the bankruptcy petitions and the outcome of the bankruptcy petitions in general, the length of time the Company will operate under the bankruptcy petitions, risks associated with third-party motions in the bankruptcy petitions, the potential adverse effects of the bankruptcy petitions on the Company’s liquidity or results of operations and increased legal and other professional costs necessary to execute the Company’s reorganization; the conditions to which the Company’s debtor-in-possession financing is subject and the risk that these conditions may not be satisfied for various reasons, including for reasons outside of the Company’s control; the consequences of the acceleration of our debt obligations; trading price and volatility of the Company’s Class A common stock as well as other risk factors set forth in the Company’s Annual Report on Form 10-K and Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission. The Company therefore cautions readers against relying on these forward-looking statements. All forward-looking statements attributable to the Company or persons acting on the Company’s behalf are expressly qualified in their entirety by the foregoing cautionary statements. All such statements speak only as of the date made, and, except as required by law, the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit	Description
99.1	Cleansing Materials.
104	Exhibit 104 Cover page from this Current Report on Form 8-K, formatted in Inline XBRL (included as Exhibit 101).

SIGNATURES

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.

Date: February 21, 2023

REVLON, INC.

By: /s/ Andrew Kidd

Name: Andrew Kidd

Title: Executive Vice President, General Counsel

REVLON CONSUMER PRODUCTS CORPORATION

By: /s/ Andrew Kidd

Name: Andrew Kidd

Title: Executive Vice President, General Counsel

PJT Partners

ALVAREZ & MARSAL Paul | Weiss



Project Wave

CLEANSING MATERIALS

February 21, 2023

Settlement Terms

Settlement Terms (2.17.23)

Rights Offering Size	<ul style="list-style-type: none"> > \$670mm (represents \$20mm increase to \$650mm contemplated in the Plan) – First \$20mm in excess of the \$285mm liquidity threshold defined in the Plan will first reduce the size of the Rights Offering
BrandCo B-1 Treatment	<ul style="list-style-type: none"> > Deferral by BrandCo B-1 lenders of \$20mm of adequate protection payments and waiver upon Effective Date
BrandCo B-2 Treatment	<ul style="list-style-type: none"> > 82.0% of Primary Equity > 82.0% of ERO attached to Primary Equity
2016 Term Loan / BrandCo B-3 Treatment	<ul style="list-style-type: none"> > 18.0% of Primary Equity > 18.0% of ERO attached to Primary Equity > \$56mm of cash recovery for 2016 Term Loan holders electing cash; recovery floor of 16.75% which assumes \$334mm of 2016 Term Loan holders elect cash – 2016 Term Loan holders electing cash will include ~\$90mm of 2016 Term Loan owned by BrandCo Term Loan holders
Backstop	<ul style="list-style-type: none"> > 82.0% of Equity Holdback and Backstop Fees allocated to existing backstopping parties under the Plan > 18.0% of Equity Holdback and Backstop Fees allocated to creditworthy members of Ad Hoc group of 2016 Term Loans, subject to RSA execution and support of the Plan
Unsecured Claims	<ul style="list-style-type: none"> > No change to the Plan
Governance / Reporting	<ul style="list-style-type: none"> > Customary restrictions on transfers to competitors; customary drag-along and tag-along rights. No right of first refusal or right of first offer > Preemptive rights for accredited investors limited to ~10 largest holders > Annual audited financials and quarterly financials along with a quarterly conference call that includes Q&A > Above minority protections will require 2/3 vote to amend > Similar size holders benefit from the same minority protections in corporate governance documents
2016 TL Prof Fees	<ul style="list-style-type: none"> > Cap of \$11mm, plus \$350k per month of Akin fees on a go-forward basis, to be paid by Debtors
Other	<ul style="list-style-type: none"> > Settlement supported by entire BrandCo lender ad hoc group SteerCo and entire 2016 Term Loan lender ad hoc group SteerCo > All filed objections by 2016 Term Loan AHG withdrawn, and hearings go forward February 21 as scheduled, full support of plan confirmation by 2016 Term Loan AHG, execution of revised RSA by consenting members of 2016 Term Loan AHG by February 20 > All Primary Equity subject to dilution by warrants distributed to noteholders

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