

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, 2013
(Date of earliest event reported: February 21, 2013)

Revlon, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

1-11178

13-3662955

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(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)

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 February 21, 2013, Revlon, Inc. ("Revlon") issued a press release (the "Press Release") announcing that Revlon Consumer Products Corporation ("RCPC"), Revlon's wholly-owned operating subsidiary, entered into an amendment, dated as of February 21, 2013 (the "Term Loan Amendment"), to its Third Amended and Restated Term Loan Agreement, dated as of May 19, 2011 (the "Term Loan Agreement").

The full text of the Press Release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference into this Item 1.01. A copy of the Term Loan Amendment is attached hereto as Exhibit 4.1 and its terms are incorporated by reference into this Item 1.01. The Term Loan Agreement, before giving effect to the Term Loan Amendment, was filed with the Securities and Exchange Commission on May 20, 2011 as Exhibit 4.1 to RCPC's Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
4.1	Amendment No. 1 to Credit Agreement, dated as of February 21, 2013, to the Third Amended and Restated Term Loan Agreement, dated as of May 19, 2011, among Revlon Consumer Products Corporation, as borrower, Citicorp USA, Inc., as Administrative Agent and Collateral Agent, and each lender thereunder (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Revlon Consumer Products Corporation filed with the Securities and Exchange Commission on February 21, 2013).
99.1	Press Release, dated February 21, 2013.

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/ Lauren Goldberg

Lauren Goldberg
Executive Vice President and
General Counsel

Date: February 21, 2013

EXHIBIT INDEX

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99.1	Press Release, dated February 21, 2013.

Revlon Announces Successful Completion of Amendment to 2011 Bank Term Loan Agreement

NEW YORK--(BUSINESS WIRE)--February 21, 2013--Revlon, Inc. (NYSE: REV) today announced that its wholly-owned operating subsidiary, Revlon Consumer Products Corporation ("RCPC"), successfully consummated an amendment (the "Amendment") to its Third Amended and Restated Term Loan Agreement, dated as of May 19, 2011 (as amended, the "2011 Term Loan Agreement" or the "2011 Term Loan Facility"), among RCPC, as borrower, a syndicate of lenders and Citicorp USA, Inc. ("CUSA"), as administrative agent and collateral agent.

Pursuant to the Amendment, RCPC reduced the total aggregate principal amount outstanding under the 2011 Term Loan Facility from \$788 million to \$675 million, using proceeds from RCPC's recent consummation of its issuance of \$500 million in aggregate principal amount of 5.75% Senior Notes due 2021, together with cash on hand. The Amendment also reduced the interest rates applicable to the 2011 Term Loan Facility such that Eurodollar Loans bear interest at the Eurodollar Rate plus 3.00% per annum, with the Eurodollar Rate not to be less than 1.00% (compared to 3.50% and 1.25%, respectively, prior to the Amendment), while Alternate Base Rate loans bear interest at the Alternate Base Rate plus 2.00%, with the Alternate Base Rate not to be less than 2.00% (compared to 2.50% and 2.25%, respectively, prior to the Amendment) (and as each such term is defined in the 2011 Term Loan Agreement).

Pursuant to the Amendment, RCPC, under certain circumstances, also has the right to request the 2011 Term Loan Facility be increased by up to the greater of (x) \$300 million and (y) an amount such that RCPC's First Lien Secured Leverage Ratio (as defined in the 2011 Term Loan Agreement) does not exceed 3.50:1.00 (compared to \$300 million prior to the Amendment), provided that the lenders are not committed to provide any such increase.

RCPC's existing asset-based, multi-currency revolving credit facility remains unchanged.

About Revlon

Revlon is a global color cosmetics, hair color, beauty tools, fragrances, skincare, anti-perspirant deodorants and beauty care products company whose vision is **Glamour, Excitement and Innovation through high-quality products at affordable prices.** Revlon® is one of the strongest consumer brand franchises in the world. Revlon's global brand portfolio includes Revlon® color cosmetics, Almay® color cosmetics, SinfulColors® color cosmetics, Pure Ice™ color cosmetics, Revlon ColorSilk® hair color, Revlon® beauty tools, Charlie® fragrances, Mitchum® anti-perspirant deodorants, and Ultima II® and Gatineau® skincare. Websites featuring current product and promotional information can be reached at www.revlon.com, www.almay.com and www.mitchum.com. Corporate and investor relations information can be accessed at www.revloninc.com.

CONTACT:

Investor Relations & Media:

Revlon, Inc.

Elise Garofalo, 212-527-5264

Senior Vice President, Treasurer and Investor Relations