

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: April 20, 2009  
(Date of earliest event reported: April 20, 2009)

Revlon, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

1-11178  
(Commission  
File Number)

13-3662955  
(I.R.S. Employer  
Identification No.)

237 Park Avenue  
New York, New York  
(Address of Principal Executive Offices)

10017  
(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 8.01. Other Events.**

On April 20, 2009 Revlon, Inc. issued the press release (the "Press Release") attached to this Form 8-K as Exhibit 99.1, which Press Release is incorporated by reference into this Item 8.01.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>                   |
|--------------------|--------------------------------------|
| 99.1               | Press Release, dated April 20, 2009. |

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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, Human Resources, Chief

Legal Officer, General Counsel and

Secretary

Date: April 20, 2009

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## EXHIBIT INDEX

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|--------------------|--------------------------------------|
| 99.1               | Press Release, dated April 20, 2009. |

## Revlon Board Receives Proposal from MacAndrews & Forbes for Revlon to Issue New Preferred Stock in Exchange for Publicly Held Class A Common Stock

NEW YORK--(BUSINESS WIRE)--April 20, 2009--Revlon, Inc. (NYSE: REV) (the "Company") today announced that the independent members of its Board of Directors have received a proposal from MacAndrews & Forbes Holdings Inc., the holder of approximately 75% of the combined voting power of Revlon. MacAndrews & Forbes has proposed a transaction pursuant to which all of the outstanding shares of Revlon's Class A common stock not currently held by MacAndrews & Forbes and its affiliates would be converted into shares of a newly-issued series of voting preferred stock of Revlon having an aggregate liquidation preference of \$75 million (or approximately \$3.74 per share, based upon 20.042 million shares not currently held by MacAndrews & Forbes and its affiliates). The preferred stock would pay an annual cash dividend of 12.5%, payable quarterly, and would be redeemed four years from its date of issuance at the liquidation preference, plus accrued and unpaid dividends. While MacAndrews & Forbes has stated in its proposal that it has no present intention to dispose of its equity stake in Revlon, in the event of a sale of the Company within two years of issuance of the preferred stock, the preferred stock would be entitled to participate with the common stock to a limited extent, and in the event no such transaction occurs, the holder of each share of preferred stock would be entitled to receive an additional payment of \$1 per share two years after issuance of the preferred stock. In connection with the transaction, MacAndrews & Forbes proposes to contribute to Revlon \$75 million of the \$107 million senior subordinated term loan that is due to it from Revlon's wholly owned subsidiary, Revlon Consumer Products Corporation, and to amend the term loan to extend its maturity to 2013 and to increase its interest rate to 12.5%.

Revlon's Board of Directors will review the terms of the proposal submitted by MacAndrews & Forbes and determine an appropriate course of action.

The proposal is non-binding, and there can be no assurance that any transaction will be completed or, if completed, of its terms, pricing or timing. Revlon will not be providing any further information at this time and assumes no obligation to update with respect to any developments.

### **About Revlon**

Revlon is a worldwide cosmetics, hair color, beauty tools, fragrances, skincare, anti-perspirants/deodorants and personal care products company. The Company's vision is to provide glamour, excitement and innovation to consumers through high-quality products at affordable prices. Websites featuring current product and promotional information can be reached at [www.revlon.com](http://www.revlon.com), [www.almay.com](http://www.almay.com) and [www.mitchumman.com](http://www.mitchumman.com). Corporate and investor relations information can be accessed at [www.revloninc.com](http://www.revloninc.com). The Company's brands, which are sold worldwide, include **Revlon®**, **Almay®**, **ColorSilk®**, **Mitchum®**, **Charlie®**, **Gatineau®** and **Ultima II®**.

CONTACT:

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