

**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: October 28, 2013
(Date of earliest event reported: October 24, 2013)

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))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 8, 2013, Revlon, Inc. (the "Company") consummated the mandatory redemption for cash of all of the outstanding shares of its Series A Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock"), in accordance with the Certificate of Designation of Series A Preferred Stock of Revlon, Inc., which the Company filed with the Secretary of State of the State of Delaware on October 8, 2009 (the "Certificate of Designation").

Following the Company's mandatory redemption of the Series A Preferred Stock, the Company filed a Certificate of Elimination of Series A Preferred Stock of Revlon, Inc. with the Secretary of State of the State of Delaware on October 24, 2013 (the "Certificate of Elimination"). The Certificate of Elimination, which was effective upon filing, eliminated from the Restated Certificate of Incorporation of Revlon, Inc. all matters set forth therein with respect to the Series A Preferred Stock. No shares of the Series A Preferred Stock were issued or outstanding at the time of filing of the Certificate of Elimination and no shares of Series A Preferred Stock will be issued pursuant to the Certificate of Designation. A copy of the Certificate of Elimination is attached hereto as Exhibit 3.1 and is incorporated by reference into this Item 5.03.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Elimination of Series A Preferred Stock of Revlon, Inc., dated October 24, 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: October 28, 2013

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Elimination of Series A Preferred Stock of Revlon, Inc., dated October 24, 2013.

**CERTIFICATE OF ELIMINATION
OF
SERIES A PREFERRED STOCK
OF
REVLON, INC.**

DATED AS OF OCTOBER 24, 2013

Pursuant to Section 151(g) of the General
Corporation Law of the State of Delaware

Revlon, Inc., a Delaware corporation (the "Company"), does hereby certify as follows:

FIRST: Pursuant to the authority expressly vested in the Board of Directors of the Company (the "Board of Directors") by the provisions of the Restated Certificate of Incorporation of the Company (the "Restated Certificate of Incorporation"), and pursuant to the provisions of Section 151 of the General Corporation Law of the State of Delaware (the "DGCL"), the Board of Directors created and authorized the issuance of a series of 10,000,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock"), with a liquidation preference of \$5.21 per share, designated as "Series A Preferred Stock" (the "Series A Preferred Stock"), in accordance with the provisions of the Certificate of Designation of Series A Preferred Stock (the "Certificate of Designation"), as filed with the Delaware Secretary of State on October 8, 2009.

SECOND: None of the designated shares of the Series A Preferred Stock are outstanding and none will be issued subject to the Certificate of Designation.

THIRD: At a meeting held on October 23, 2013, the Board of Directors duly adopted resolutions approving the elimination of the Series A Preferred Stock as follows:

"NOW, THEREFORE, BE IT:

RESOLVED, that the Company's Board of Directors hereby determines that, following the mandatory redemption of all issued and outstanding shares of Series A Preferred Stock on October 8, 2013 in accordance with the Certificate of Designation, none of the authorized shares of the Series A Preferred Stock are outstanding, and none will be issued subject to the Certificate of Designation, and that it is therefore in the best interests of the Company to eliminate the Series A Preferred Stock as a series of Preferred Stock from the Restated Certificate of Incorporation; and be it further

RESOLVED, that, upon filing a Certificate of Elimination of the Series A Preferred Stock with the Secretary of State of the State of Delaware, all matters set forth in the Certificate of Designation shall be eliminated from the Restated Certificate of Incorporation with respect to the Series A Preferred Stock; and be it further

RESOLVED, that the Company's Chief Executive Officer and Vice Chairman, Executive Vice President and General Counsel, and Senior Vice President, Deputy General Counsel and Secretary and each such other duly authorized officer designated by any of them (each an "Authorized Officer" and collectively the "Authorized Officers") be, and each of them individually hereby is, authorized and directed, with the assistance of counsel, to prepare, execute and deliver to the Secretary of State of the State of Delaware, the Certificate of Elimination, as required by the Delaware General Corporation Law reflecting the resolutions herein adopted in order to effect the cancellation and elimination of the Series A Preferred Stock from the Company's Restated Certificate of Incorporation, and any and all additional documents required to be filed therewith."

FOURTH: In accordance with Section 151(g) of the DGCL, the Company's Restated Certificate of Incorporation is hereby amended to eliminate all references to the Series A Preferred Stock. The 10,000,000 shares of Preferred Stock that were previously designated as Series A Preferred Stock shall be reclassified as authorized but unissued and unclassified shares of Preferred Stock.

IN WITNESS WHEREOF, Revlon, Inc. has caused this Certificate to be duly executed in its corporate name as of the date first written above.

REVLON, INC.

By: /s/ Michael T. Sheehan
Name: Michael T. Sheehan
Title: Senior Vice President, Deputy
General Counsel and Secretary