UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 2)*

REVLON, INC.

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Classes of Securities)

761525609

(CUSIP Number of Classes of Securities)

BARRY F. SCHWARTZ
EXECUTIVE VICE CHAIRMAN
MACANDREWS & FORBES INCORPORATED
35 EAST 62ND STREET
NEW YORK, NEW YORK 10065
(212) 572-8600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Copies to:

ADAM O. EMMERICH, ESQ. AND DONGJU SONG, ESQ. WACHTELL, LIPTON, ROSEN & KATZ 51 WEST 52ND STREET NEW YORK, NEW YORK 10019 (212) 403-1000

January 14, 2016 (Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of $\S\S240.13d-1(e)$, 240.13d-1(g), or 240.13d-1(g), check the following box. \square

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAME OF REPOR		
1	Ronald O. Perelma	n	
	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
2	(a) \Box		
_	(b) \Box		
3	SEC USE ONLY		
		DS (SEE INSTRUCTIONS)	
4	00	Do (SEE INSTRUCTIONS)	
	0.0	NICCI OCUDE OF LECAL PROCEEDINGS IS REQUIRED DURSHAND TO	
_		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO	
5	ITEM 2(d) OR 2(e)		
	Ш		
6		PLACE OF ORGANIZATION	
0	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES	/	0 shares of Class A Common Stock	
BENEFICIALLY	0	SHARED VOTING POWER	
OWNED BY	8	40,669,640 shares of Class A Common Stock (1)	
EACH		SOLE DISPOSITIVE POWER	
REPORTING	9	0 shares of Class A Common Stock	
PERSON		SHARED DISPOSITIVE POWER	
WITH	10	36,108,030 shares of Class A Common Stock (1)	
	AGGREGATE AM	IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	40,669,640 shares of Class A Common Stock		
	-	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12	(SEE INSTRUCTIONS)		
12	(SEE INSTRUCTIONS)		
	DEDCENT OF CL	ACC DEDDESENTED DV AMOUNT IN DOM (11)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	77.6%(2)	TIME DEDCOM (CEE INCEDITORIONS)	
14		ΓING PERSON (SEE INSTRUCTIONS)	
	IN		

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The information set forth in Item 5 is incorporated herein by reference. Calculation based on 52,440,580 shares of Class A Common Stock outstanding as of September 30, 2015. (2)

1	NAME OF REPOR	RTING PERSON	
1	MacAndrews & Fo	rbes Incorporated	
	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
2	(a) □		
_	(b) \Box		
3	SEC USE ONLY		
3		DC (CEE INCTRICTIONS)	
4		DS (SEE INSTRUCTIONS)	
	00		
		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO	
5	ITEM 2(d) OR 2(e)		
C	CITIZENSHIP OR	PLACE OF ORGANIZATION	
6	Delaware		
NUMBER OF	_	SOLE VOTING POWER	
SHARES	7	0 shares of Class A Common Stock	
BENEFICIALLY		SHARED VOTING POWER	
OWNED BY	8	40,669,640 shares of Class A Common Stock (1)	
EACH	_	SOLE DISPOSITIVE POWER	
REPORTING	9	0 shares of Class A Common Stock	
PERSON		SHARED DISPOSITIVE POWER	
WITH	10	36,108,030 shares of Class A Common Stock (1)	
1.1	ACCRECATE AM	IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	40,669,640 shares of Class A Common Stock		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
12	(SEE INSTRUCTIONS)		
	<u> </u>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
10	77.6%(2)		
14		ΓING PERSON (SEE INSTRUCTIONS)	
17	CO		

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The information set forth in Item 5 is incorporated herein by reference. Calculation based on 52,440,580 shares of Class A Common Stock outstanding as of September 30, 2015. (2)

1	NAME OF REPOR			
1	MacAndrews & For	rbes LLC		
	CHECK THE APPI	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
2	\Box			
	(b)			
3	SEC USE ONLY			
4	SOURCE OF FUN	DS		
4	00			
	CHECK BOX IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO		
5	ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
0	Delaware	Delaware		
NUMBER OF	7	SOLE VOTING POWER		
SHARES	/	0 shares of Class A Common Stock		
BENEFICIALLY	8	SHARED VOTING POWER		
OWNED BY	0	40,669,640 shares of Class A Common Stock (1)		
EACH	9	SOLE DISPOSITIVE POWER		
REPORTING	9	0 shares of Class A Common Stock		
PERSON	10	SHARED DISPOSITIVE POWER		
WITH		36,108,030 shares of Class A Common Stock (1)		
11		OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	-	of Class A Common Stock		
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
12	(SEE INSTRUCTIONS)			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
13	77.6%(2)			
14	l .	TING PERSON (SEE INSTRUCTIONS)		
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The information set forth in Item 5 is incorporated herein by reference. Calculation based on 52,440,580 shares of Class A Common Stock outstanding as of September 30, 2015. (2)

NAME OF REPORTING PERSON REV Holdings LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTION)			
REV Holdings LLC	l		
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTION			
	ONS)		
\square (a) \square			
\Box			
3 SEC USE ONLY			
SOURCE OF FUNDS			
4 00			
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSU.	ANT TO		
5 ITEM 2(d) OR 2(e)			
CITIZENSHIP OR PLACE OF ORGANIZATION			
6 Delaware			
NUMBER OF SOLE VOTING POWER			
SHARES 7 0 shares of Class A Common Stock			
BENEFICIALLY SHARED VOTING POWER			
OWNED BY 8 40,669,640 shares of Class A Common Stock (1)			
EACH SOLE DISPOSITIVE POWER			
REPORTING 9 0 shares of Class A Common Stock			
PERSON SHARED DISPOSITIVE POWER			
WITH 36,108,030 shares of Class A Common Stock (1)			
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSO	N		
40,669,640 shares of Class A Common Stock	40,669,640 shares of Class A Common Stock		
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	SHARES		
12 (SEE INSTRUCTIONS)			
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
77.6%(2)			
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			
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The information set forth in Item 5 is incorporated herein by reference. Calculation based on 52,440,580 shares of Class A Common Stock outstanding as of September 30, 2015. (2)

1 NAME OF REPORTING PERSON Mafco Four LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) 2 (a)		T		
CHECK HE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)	1		RTING PERSON	
2 (a)	1			
SEC USE ONLY 4 SOURCE OF FUNDS OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING POWER 10,669,640 shares of Class A Common Stock 10 SHARED DISPOSITIVE POWER 36,108,030 shares of Class A Common Stock (1) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,669,640 shares of Class A Common Stock (1) 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 77.6%(2) 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		CHECK THE API	PROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
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3 SEC USE ONLY 4 SOURCE OF FUNDS OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE VOTING POWER 40,669,640 shares of Class A Common Stock 10 SHARED VOTING POWER 0 shares of Class A Common Stock 10 SHARED DISPOSITIVE POWER 36,108,303 shares of Class A Common Stock (1) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,669,640 shares of Class A Common Stock 10 SHARED DISPOSITIVE POWER 36,108,303 shares of Class A Common Stock (1) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,669,640 shares of Class A Common Stock 10 SHARED DISPOSITIVE POWER 36,108,303 shares of Class A Common Stock (1) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,669,640 shares of Class A Common Stock 11 AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 77.6%(2) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,669,640 shares of Class A Common Stock (1) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,669,640 shares of Class A Common Stock (1) 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 77.6%(2) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	= = =	7		
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BEACH REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 36,108,030 shares of Class A Common Stock (1) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,669,640 shares of Class A Common Stock CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 77.6%(2) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		8		
REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER 36,108,030 shares of Class A Common Stock (1) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,669,640 shares of Class A Common Stock CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 77.6%(2) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			` '	
PERSON WITH 10 SHARED DISPOSITIVE POWER 36,108,030 shares of Class A Common Stock (1) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,669,640 shares of Class A Common Stock CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 77.6%(2) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		9		
WITH 10 36,108,030 shares of Class A Common Stock (1) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,669,640 shares of Class A Common Stock CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 77.6%(2) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,669,640 shares of Class A Common Stock CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 77.6%(2) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		10		
40,669,640 shares of Class A Common Stock CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 77.6%(2) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	WITH			
40,669,640 shares of Class A Common Stock CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 77.6%(2) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	11			
12 (SEE INSTRUCTIONS) □ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 77.6%(2) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		• •		
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 77.6%(2) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	12			
77.6%(2) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		(SEE INSTRUCTIONS)		
77.6%(2) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)				
17.6%(2) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	12	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	13	77.6%(2)	, ,	
14 ' ' '	14	` ′	TING PERSON (SEE INSTRUCTIONS)	
	14		`	

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The information set forth in Item 5 is incorporated herein by reference. Calculation based on 52,440,580 shares of Class A Common Stock outstanding as of September 30, 2015.

1	NAME OF REPOR MacAndrews & For	rbes Group, LLC	
2	CHECK THE APP! (a) □ (b) □	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
3	SÉC USE ONLY		
4	SOURCE OF FUN	DS	
4	00		
5	CHECK BOX IF D ITEM 2(d) OR 2(e) □	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO	
6	CITIZENSHIP OR Delaware	PLACE OF ORGANIZATION	
NUMBER OF	7	SOLE VOTING POWER	
SHARES	1	0 shares of Class A Common Stock	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY	U	40,669,640 shares of Class A Common Stock (1)	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING	3	0 shares of Class A Common Stock	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH	-	36,108,030 shares of Class A Common Stock (1)	
11		OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		of Class A Common Stock	
		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12	(SEE INSTRUCTION	ONS)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
15	77.6%(2)		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		
_	00		

- The information set forth in Item 5 is incorporated herein by reference. Calculation based on 52,440,580 shares of Class A Common Stock outstanding as of September 30, 2015. (1) (2)

1	NAME OF REPOR	TING PERSON	
1	RCH Holdings One	Inc.	
	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
2	(a) 🗆		
	(b) □		
3	SEC USE ONLY		
4	SOURCE OF FUN	DS	
-	00		
_		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO	
5	ITEM 2(d) OR 2(e)		
	CITIZENCIUD OD	DI ACE OF ORGANIZATION	
6	Delaware	PLACE OF ORGANIZATION	
NUMBER OF	Delaware	SOLE VOTING POWER	
SHARES	7	0 shares of Class A Common Stock	
BENEFICIALLY	_	SHARED VOTING POWER	
OWNED BY	8	40,669,640 shares of Class A Common Stock (1)	
EACH	0	SOLE DISPOSITIVE POWER	
REPORTING	9	0 shares of Class A Common Stock	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH		36,108,030 shares of Class A Common Stock (1)	
11		OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		of Class A Common Stock	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
12	(SEE INSTRUCTIONS)		
	DED CENT OF CL	ACC DEDDECEMTED DV AMOUNT IN DOM (11)	
13	77.6%(2)	ASS REPRESENTED BY AMOUNT IN ROW (11)	
	· · · /	TING PERSON (SEE INSTRUCTIONS)	
14	CO	INO I ERSON (SEE INSTRUCTIONS)	

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The information set forth in Item 5 is incorporated herein by reference. Calculation based on 52,440,580 shares of Class A Common Stock outstanding as of September 30, 2015. (2)

1	NAME OF REPOR		
1	NDX Holdings One		
	CHECK THE APPI	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
2	(a) □		
	(b) \Box		
3	SEC USE ONLY		
4	SOURCE OF FUNI	DS	
-	00		
		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO	
5	ITEM 2(d) OR 2(e)		
6		PLACE OF ORGANIZATION	
_	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES	,	0 shares of Class A Common Stock	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		40,669,640 shares of Class A Common Stock (1)	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		0 shares of Class A Common Stock	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH	A CODECATE AND	36,108,030 shares of Class A Common Stock (1)	
11		OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		f Class A Common Stock	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
12	(SEE INSTRUCTIONS)		
	DEDCEME OF CLA	A CC DEDDECEMEED DV A MOUNT IN DOW! (44)	
13		ASS REPRESENTED BY AMOUNT IN ROW (11)	
	77.6%(2)	VINC DEDCON (CEE INCTDICTIONS)	
14		'ING PERSON (SEE INSTRUCTIONS)	
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The information set forth in Item 5 is incorporated herein by reference. Calculation based on 52,440,580 shares of Class A Common Stock outstanding as of September 30, 2015. (2)

	1		
1	NAME OF REPOR	TING PERSON	
1	SGMS Acquisition	Two Corporation	
	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
2	(a) □	, , , , , , , , , , , , , , , , , , ,	
_	(b) \Box		
3	SEC USE ONLY		
3	SOURCE OF FUN	nc	
4		D3	
	00	VACUA CAMPE OF LEGAL PROCEEDINGS IS REQUIRED BURGUANETO	
_		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO	
5	ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR	PLACE OF ORGANIZATION	
0	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES	7	0 shares of Class A Common Stock	
BENEFICIALLY		SHARED VOTING POWER	
OWNED BY	8	40,669,640 shares of Class A Common Stock (1)	
EACH		SOLE DISPOSITIVE POWER	
REPORTING	9	0 shares of Class A Common Stock	
PERSON		SHARED DISPOSITIVE POWER	
WITH	10	36,108,030 shares of Class A Common Stock (1)	
	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	40,669,640 shares of Class A Common Stock		
	-		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
12	(SEE INSTRUCTIONS)		
	DED CENTE OF CL	ACC DEDDECEMEED DV AMOUNT IN DOM (44)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
_	77.6%(2)		
14		TING PERSON (SEE INSTRUCTIONS)	
1.	CO		

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The information set forth in Item 5 is incorporated herein by reference. Calculation based on 52,440,580 shares of Class A Common Stock outstanding as of September 30, 2015. (2)

1	NAME OF REPORT	TING PERSON	
1	RLX Holdings One		
	CHECK THE APPR	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
2	(a) □		
	(b) \Box		
3	SEC USE ONLY		
4	SOURCE OF FUNI	OS .	
4	00		
	CHECK BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO	
5	ITEM 2(d) OR 2(e)		
6		PLACE OF ORGANIZATION	
0	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES	,	0 shares of Class A Common Stock	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		40,669,640 shares of Class A Common Stock (1)	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		0 shares of Class A Common Stock	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH		36,108,030 shares of Class A Common Stock (1)	
11		OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		f Class A Common Stock	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
12	(SEE INSTRUCTIONS)		
	<u> </u>		
13		SS REPRESENTED BY AMOUNT IN ROW (11)	
	77.6%(2)	NIC DEDGON (CEE INCERNICEIONS)	
14		ING PERSON (SEE INSTRUCTIONS)	
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The information set forth in Item 5 is incorporated herein by reference. Calculation based on 52,440,580 shares of Class A Common Stock outstanding as of September 30, 2015. (2)

1	NAME OF REPOR	TING PERSON		
1	RLX Holdings Two			
	CHECK THE APPI	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
2	\Box			
	(b) \Box			
3	SEC USE ONLY			
4	SOURCE OF FUN	DS		
4	00			
	CHECK BOX IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO		
5	ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
· ·	Delaware	Delaware		
NUMBER OF	7	SOLE VOTING POWER		
SHARES	,	0 shares of Class A Common Stock		
BENEFICIALLY	8	SHARED VOTING POWER		
OWNED BY		40,669,640 shares of Class A Common Stock (1)		
EACH	9	SOLE DISPOSITIVE POWER		
REPORTING	<u> </u>	0 shares of Class A Common Stock		
PERSON	10	SHARED DISPOSITIVE POWER		
WITH	_	36,108,030 shares of Class A Common Stock (1)		
11		OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		of Class A Common Stock		
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
12	(SEE INSTRUCTIONS)			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
10	77.6%(2)			
14		TING PERSON (SEE INSTRUCTIONS)		
1.	00			

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The information set forth in Item 5 is incorporated herein by reference. Calculation based on 52,440,580 shares of Class A Common Stock outstanding as of September 30, 2015. (2)

	1			
1	NAME OF REPORTING PERSON			
1	RLX Holdings Thr	ee LLC		
	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
2	(a) 🗆			
_	(b) \Box			
3	SEC USE ONLY			
	SOURCE OF FUN	D\$		
4	00	D3		
		NICCI OCUDE OF LECAL PROCEEDINGS IS REQUIRED DURSHANT TO		
_		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO		
5	ITEM 2(d) OR 2(e)			
	Ш			
6		PLACE OF ORGANIZATION		
Ů	Delaware			
NUMBER OF	7	SOLE VOTING POWER		
SHARES	,	0 shares of Class A Common Stock		
BENEFICIALLY	8	SHARED VOTING POWER		
OWNED BY	0	40,669,640 shares of Class A Common Stock (1)		
EACH	9	SOLE DISPOSITIVE POWER		
REPORTING	9	0 shares of Class A Common Stock		
PERSON	40	SHARED DISPOSITIVE POWER		
WITH	10	36,108,030 shares of Class A Common Stock (1)		
	AGGREGATE AM	IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	40,669,640 shares of Class A Common Stock			
		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
12	(SEE INSTRUCTIONS)			
12				
	DEDCENT OF CI	ASS DEDDESENTED BY AMOUNT IN DOW (11)		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	77.6%(2)	FINIC DEDCOM (CEE INCTDITCTIONS)		
14		TING PERSON (SEE INSTRUCTIONS)		
	00			

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The information set forth in Item 5 is incorporated herein by reference. Calculation based on 52,440,580 shares of Class A Common Stock outstanding as of September 30, 2015. (2)

	1		
1	NAME OF REPOR	RTING PERSON	
	RLX Holdings Four LLC		
2	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
	(a) 🗆	,	
	(b) \Box		
3	SEC USE ONLY		
3		IDC	
4	SOURCE OF FUN	IDS	
	00		
		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO	
5	ITEM 2(d) OR 2(e)		
C	CITIZENSHIP OR	PLACE OF ORGANIZATION	
6	Delaware		
NUMBER OF	_	SOLE VOTING POWER	
SHARES	7	0 shares of Class A Common Stock	
BENEFICIALLY		SHARED VOTING POWER	
OWNED BY	8	40,669,640 shares of Class A Common Stock (1)	
EACH		SOLE DISPOSITIVE POWER	
REPORTING	9	0 shares of Class A Common Stock	
PERSON		SHARED DISPOSITIVE POWER	
WITH	10		
***************************************	A CODEC ATE AN	36,108,030 shares of Class A Common Stock (1) 10UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11			
	40,669,640 shares of Class A Common Stock		
		THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12	(SEE INSTRUCTIONS)		
13	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)	
	77.6%(2)		
14	TYPE OF REPORT	TING PERSON (SEE INSTRUCTIONS)	
	00	,	
L			

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The information set forth in Item 5 is incorporated herein by reference. Calculation based on 52,440,580 shares of Class A Common Stock outstanding as of September 30, 2015.

1	NAME OF REPOR	RTING PERSON	
	DBX Holdings One LLC		
	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
2	(a) 🗆	,	
_	(b) \Box		
3	SEC USE ONLY		
3		DC	
4	SOURCE OF FUN	DS	
	00		
		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO	
5	ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR	PLACE OF ORGANIZATION	
	Delaware		
NUMBER OF	_	SOLE VOTING POWER	
SHARES	7	0 shares of Class A Common Stock	
BENEFICIALLY		SHARED VOTING POWER	
OWNED BY	8	40,669,640 shares of Class A Common Stock (1)	
EACH		SOLE DISPOSITIVE POWER	
REPORTING	9	0 shares of Class A Common Stock	
PERSON			
	10	SHARED DISPOSITIVE POWER	
WITH		36,108,030 shares of Class A Common Stock (1)	
11		IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	40,669,640 shares of Class A Common Stock		
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
	(SEE INSTRUCTIONS)		
13	PERCENT OF CL.	ASS REPRESENTED BY AMOUNT IN ROW (11)	
	77.6%(2)		
14	· · · · · ·	ΓING PERSON (SEE INSTRUCTIONS)	
	00	This I Lite of the City of the	
	00		

⁽¹⁾ (2) The information set forth in Item 5 is incorporated herein by reference. Calculation based on 52,440,580 shares of Class A Common Stock outstanding as of September 30, 2015.

1	NAME OF REPOR		
	Raymond G. Perelman		
	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	
2	(a)		
	(b)		
3	SEC USE ONLY		
4	SOURCE OF FUN	IDS	
4	00		
	CHECK BOX IF I	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO	
5	ITEM 2(d) OR 2(e)		
	CITIZENSHIP OR	PLACE OF ORGANIZATION	
6	United States		
NUMBER OF	_	SOLE VOTING POWER	
SHARES	7	0 shares of Class A Common Stock	
BENEFICIALLY		SHARED VOTING POWER	
OWNED BY	8	0 shares of Class A Common Stock	
EACH		SOLE DISPOSITIVE POWER	
REPORTING	9	0 shares of Class A Common Stock	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH		4,561,610 shares of Class A Common Stock	
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	4,561,610 shares of Class A Common Stock		
12	CHECK BOX IF T	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
	(SEE INSTRUCTIONS)		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	8.7%(1)		
14	TYPE OF REPOR	TING PERSON (SEE INSTRUCTIONS)	
	IN		

(1) Calculation based on 52,440,580 shares of Class A Common Stock outstanding as of September 30, 2015.

This statement ("Amendment No. 2") amends and supplements the statement on Schedule 13D, dated October 8, 2009, as amended and supplemented by Amendment No. 1 thereto dated October 8, 2013 (as amended, the "Schedule 13D"), filed with the Securities and Exchange Commission by Mr. Ronald O. Perelman, MacAndrews & Forbes Incorporated (formerly, MacAndrews & Forbes Holdings Inc.), a Delaware corporation ("MacAndrews & Forbes"), MacAndrews & Forbes LLC, a Delaware limited liability company, MacAndrews Cosmetics Holdings Inc., a Delaware corporation, Mafco One LLC, a Delaware limited liability company, Mafco Four LLC, a Delaware limited liability company, RCH Holdings One Inc., a Delaware corporation, Mr. Raymond G. Perelman, NDX Holdings One LLC, a Delaware limited liability company, SGMS Acquisition Two Corporation, a Delaware corporation, RLX Holdings One LLC, a Delaware limited liability company and RLX Holdings Two LLC, a Delaware limited liability company, relating to the shares of Class A Common Stock, par value \$0.01 per share ("Class A Common Stock"), of Revlon, Inc., a Delaware corporation (the "Company").

This Amendment No. 2 is being filed by the persons listed in the preceding paragraph (other than MacAndrews Cosmetics Holdings Inc. and Mafco One LLC, which no longer beneficially own any shares of Class A Common Stock) as well as DBX Holdings One LLC, a Delaware limited liability company, RLX Holdings Three LLC, a Delaware limited liability company, and RLX Holdings Four LLC, a Delaware limited liability company (each of the foregoing, a "Reporting Person," and collectively, the "MacAndrews & Forbes Reporting Persons"). Capitalized terms used herein shall have the meanings ascribed to them in the Schedule 13D unless otherwise defined herein.

Item 2. Identity and Background

The information contained in Item 2 of the Schedule 13D is hereby amended and supplemented with the following information:

Schedule A of the Schedule 13D is hereby amended by (i) deleting the information formerly included therein regarding MacAndrews Cosmetics Holdings Inc. and Mafco One LLC, which no longer beneficially own any shares of Class A Common Stock and are therefore no longer Reporting Persons, and (ii) adding the information attached as Schedule A hereto which is incorporated herein by reference (the "Schedule A Amendment").

Each of the persons named on the Schedule A Amendment (the "Schedule A Persons") is a United States citizen. During the last five years, none of the Reporting Persons or the Schedule A Persons has (i) been convicted in a criminal proceeding (excluding minor traffic violations or similar misdemeanors), or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

Item 4. Purpose of Transaction

The information contained in Item 4 of the Schedule 13D is hereby amended and supplemented with the following information:

The MacAndrews & Forbes Reporting Persons have determined to explore strategic alternatives involving the Company. In that regard, the MacAndrews & Forbes Reporting Persons expect from time to time to communicate with third parties as well as with the Company as to the possibility of such a transaction and related strategic, financial and other matters. As of the date of this Amendment No. 2, the MacAndrews & Forbes Reporting Persons have not formulated any specific or definitive plan or proposal relating to the matters described in this paragraph, and there can be no assurance that exploration of any transaction, to the extent undertaken, would result in interest by any third party, or result in a transaction of interest to the MacAndrews & Forbes Reporting Persons, or as to the terms of any such transaction. The MacAndrews & Forbes Reporting Persons undertake no obligation to make additional disclosures in connection therewith except to the extent required by law. The foregoing is not intended to limit the matters previously disclosed in Item 4 of the Schedule 13D.

Item 5. Interest in Securities of the Issuer

The information in Item 5(a) which the Reporting Persons disclosed in Amendment No. 1 to the Schedule 13D is hereby amended and restated as follows:

(a) MacAndrews & Forbes, the sole stockholder of which is Ronald O. Perelman, directly or indirectly owns all the stock or membership interests, as applicable, of MacAndrews & Forbes LLC, REV Holdings LLC, Mafco Four LLC, MacAndrews & Forbes Group, LLC, RCH Holdings One Inc., NDX Holdings One LLC, SGMS Acquisition Two Corporation, RLX Holdings One LLC, RLX Holdings Two LLC, RLX Holdings Three LLC, RLX Holdings Four LLC and DBX Holdings One LLC.

Of the 40,669,640 shares of Class A Common Stock reported herein, (i) 35,784,530 shares of Class A Common Stock are beneficially owned by MacAndrews & Forbes or its wholly-owned subsidiaries; (ii) 4,561,610 shares of Class A Common Stock are beneficially owned by Raymond G. Perelman (MacAndrews & Forbes may be deemed to beneficially own 4,561,610 shares of Class A Common Stock beneficially owned by Raymond G. Perelman because MacAndrews & Forbes holds an irrevocable voting proxy with respect to those shares. Those shares are included in the totals reported, and on Items 8, 10, 11 and 13 on the cover pages of this Schedule 13D for all of the Reporting Persons); and (iii) 323,500 shares of Class A Common Stock are held directly by Ronald O. Perelman.

The total Common Stock ownership of the MacAndrews & Forbes Reporting Persons represents approximately 77.6% of all of the Company's outstanding Class A Common Stock, which is the only class of the Company's equity securities outstanding as of the date of this Amendment No. 2.

The responses of each Reporting Person to Items 7 through 11 of the cover pages of this Schedule 13D relating to beneficial ownership of the shares of Class A Common Stock are incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The information contained in Item 6 of the Schedule 13D is hereby amended and supplemented by adding the following information:

Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the MacAndrews & Forbes Reporting Persons have entered into an agreement on January 14, 2016, with respect to the joint filing of this Schedule 13D and any amendment or amendments hereto (the "Joint Filing Agreement"). The Joint Filing Agreement is attached hereto as Exhibit 1 and incorporated herein by reference.

Item 7. Material To Be Filed as Exhibits

Exhibit 1

Joint Filing Agreement, dated as of January 14, 2016, by and among the MacAndrews & Forbes Reporting Persons.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13D/A is true, complete and correct.

Dated: January 14, 2016

/s/ Ronald O. Perelman

Name: Ronald O. Perelman

MACANDREWS & FORBES INCORPORATED

By: <u>/s/ Barry F. Schwartz</u>

Name: Barry F. Schwartz

Title: Executive Vice Chairman

MACANDREWS & FORBES LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

REV HOLDINGS LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

MAFCO FOUR LLC

By: /s/ Paul G. Savas

Name: Paul G. Savas

Title: Executive Vice President

MACANDREWS & FORBES GROUP, LLC

By:/s/ Barry F. Schwartz

Name: Barry F. Schwartz

RCH HOLDINGS ONE INC.

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

NDX HOLDINGS ONE LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

SGMS ACQUISITION TWO CORPORATION

By:/s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

RLX HOLDINGS ONE LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

RLX HOLDINGS TWO LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

RLX HOLDINGS THREE LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

RLX HOLDINGS FOUR LLC

By: <u>/s/ Barry F. Schwartz</u> Name: Barry F. Schwartz

Title: Executive Vice Chairman

DBX HOLDINGS ONE LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

/s/ Raymond G. Perelman

Raymond G. Perelman

RLX Holdings Three LLC

Controlling persons and officers of RLX Holdings Three LLC, a Delaware limited liability company:

Name	Title
Barry F. Schwartz	Executive Vice Chairman
Paul G. Savas	Executive Vice President and Chief Financial Officer

MacAndrews & Forbes Incorporated is the sole member of RLX Holdings Three LLC.

Except as reported in Item 5, none of the persons listed above beneficially owns any shares of Class A Common Stock. The controlling persons' and officers' address is MacAndrews & Forbes Incorporated, 35 East 62nd Street, New York, New York 10065. All of the officers of RLX Holdings Three LLC are United States citizens.

RLX Holdings Four LLC

Controlling persons and officers of RLX Holdings Four LLC, a Delaware limited liability company:

Name	Title
Barry F. Schwartz	Executive Vice Chairman
Paul G. Savas	Executive Vice President and Chief Financial Officer

MacAndrews & Forbes Incorporated is the sole member of RLX Holdings Four LLC.

Except as reported in Item 5, none of the persons listed above beneficially owns any shares of Class A Common Stock. The controlling persons' and officers' address is MacAndrews & Forbes Incorporated, 35 East 62nd Street, New York, New York 10065. All of the officers of RLX Holdings Four LLC are United States citizens.

DBX Holdings One LLC

Controlling persons and officers of DBX Holdings One LLC, a Delaware limited liability company:

NameTitleBarry F. SchwartzExecutive Vice ChairmanPaul G. SavasExecutive Vice President and Chief Financial Officer

MacAndrews & Forbes Incorporated is the sole member of DBX Holdings One LLC.

Except as reported in Item 5, none of the persons listed above beneficially owns any shares of Class A Common Stock. The controlling persons' and officers' address is MacAndrews & Forbes Incorporated, 35 East 62nd Street, New York, New York 10065. All of the officers of DBX Holdings One LLC are United States citizens.

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing of this Statement on Schedule 13D including any amendments thereto. This Joint Filing Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

Dated: January 14, 2016

/s/ Ronald O. Perelman

Name: Ronald O. Perelman

MACANDREWS & FORBES INCORPORATED

By:/s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

MACANDREWS & FORBES LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz
Title: Executive Vice Chairman

REV HOLDINGS LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

MAFCO FOUR LLC

By: /s/ Paul G. Savas

Name: Paul G. Savas

Title: Executive Vice President

MACANDREWS & FORBES GROUP, LLC

By:/s/ Barry F. Schwartz

Name: Barry F. Schwartz

RCH HOLDINGS ONE INC.

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

NDX HOLDINGS ONE LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

SGMS ACQUISITION TWO CORPORATION

By:/s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

RLX HOLDINGS ONE LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

RLX HOLDINGS TWO LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

RLX HOLDINGS THREE LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

RLX HOLDINGS FOUR LLC

By: <u>/s/ Barry F. Schwartz</u> Name: Barry F. Schwartz

Title: Executive Vice Chairman

DBX HOLDINGS ONE LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

/s/ Raymond G. Perelman

Raymond G. Perelman