

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13D-1(B), (C)
AND (D) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2(B)

(AMENDMENT NO. 2)

REVLON, INC.

(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

761525500

(CUSIP Number)

MARCH 25, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

<input type="checkbox"/>	Rule 13d-1(b)
<input checked="" type="checkbox"/>	Rule 13d-1(c)
<input checked="" type="checkbox"/>	Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 761525500

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Mafco Holdings Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(See Instructions) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5	SOLE VOTING POWER	0
6	SHARED VOTING POWER	222,286,472 shares of Class A Common Stock.(1)
7	SOLE DISPOSITIVE POWER	0
8	SHARED DISPOSITIVE POWER	189,687,101 shares of Class A Common Stock.(1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	222,286,472 shares of Class A Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	60.0%(2)
12	TYPE OF REPORTING PERSON (See Instructions)	CO

(1) Includes (i) 31,250,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time and (ii) options held by Ronald O. Perelman to purchase 1,045,834 shares of Class A Common Stock. See Item 4.

(2) Assumes the conversion of the Class B Common Stock referred to in footnote (1) into shares of Class A Common Stock and the exercise of the options referred to in footnote (1).

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CUSIP No. 761525500

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 MacAndrews & Forbes Holdings Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (See Instructions) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5 SOLE VOTING POWER
 0
 NUMBER OF

6 SHARED VOTING POWER
 222,286,472 shares of Class A Common Stock.(1)
 SHARES
 BENEFICIALLY

7 SOLE DISPOSITIVE POWER
 0
 OWNED

8 SHARED DISPOSITIVE POWER
 189,687,101 shares of Class A Common Stock.(1)
 BY EACH
 REPORTING

PERSON WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 222,286,472 shares of Class A Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 60.0%(2)

12 TYPE OF REPORTING PERSON (See Instructions)
 CO

(1) Includes (i) 31,250,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time and (ii) options held by Ronald O. Perelman to purchase 1,045,834 shares of Class A Common Stock. See Item 4.

(2) Assumes the conversion of the Class B Common Stock referred to in footnote (1) into shares of Class A Common Stock and the exercise of the options referred to in footnote (1).

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CUSIP No. 761525500

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
REV Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(See Instructions) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
0

NUMBER OF

6 SHARED VOTING POWER
222,286,472 shares of Class A Common Stock.(1)

SHARES

BENEFICIALLY

7 SOLE DISPOSITIVE POWER
0

OWNED

BY EACH

8 SHARED DISPOSITIVE POWER
189,687,101 shares of Class A Common Stock.(1)

REPORTING

PERSON WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
222,286,472 shares of Class A Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
60.0%(2)

12 TYPE OF REPORTING PERSON (See Instructions)
00

(1) Includes (i) 31,250,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time and (ii) options held by Ronald O. Perelman to purchase 1,045,834 shares of Class A Common Stock. See Item 4.

(2) Assumes the conversion of the Class B Common Stock referred to in footnote (1) into shares of Class A Common Stock and the exercise of the options referred to in footnote (1).

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CUSIP No. 761525500

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 Mafco Guarantor Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (See Instructions) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5 SOLE VOTING POWER
 0

NUMBER OF

6 SHARED VOTING POWER
 222,286,472 shares of Class A Common Stock.(1)

SHARES

BENEFICIALLY

7 SOLE DISPOSITIVE POWER
 0

OWNED

BY EACH

8 SHARED DISPOSITIVE POWER
 189,687,101 shares of Class A Common Stock.(1)

REPORTING

PERSON WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 222,286,472 shares of Class A Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 60.0%(2)

12 TYPE OF REPORTING PERSON (See Instructions)
 CO

(1) Includes (i) 31,250,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time and (ii) options held by Ronald O. Perelman to purchase 1,045,834 shares of Class A Common Stock. See Item 4.

(2) Assumes the conversion of the Class B Common Stock referred to in footnote (1) into shares of Class A Common Stock and the exercise of the options referred to in footnote (1).

SCHEDULE 13G

CUSIP No. 761525500

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Mafoo One LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(See Instructions) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
0

NUMBER OF

6 SHARED VOTING POWER
222,286,472 shares of Class A Common Stock.(1)

SHARES

BENEFICIALLY

7 SOLE DISPOSITIVE POWER
0

OWNED

BY EACH

8 SHARED DISPOSITIVE POWER
189,687,101 shares of Class A Common Stock.(1)

REPORTING

PERSON WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
222,286,472 shares of Class A Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
60.0%(2)

12 TYPE OF REPORTING PERSON (See Instructions)
00

(1) Includes (i) 31,250,000 shares of Class B Common Stock convertible into an equal number of shares of Class A Common Stock at any time and (ii) options held by Ronald O. Perelman to purchase 1,045,834 shares of Class A Common Stock. See Item 4.

(2) Assumes the conversion of the Class B Common Stock referred to in footnote (1) into shares of Class A Common Stock and the exercise of the options referred to in footnote (1).

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CUSIP No. 761525500

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Raymond G. Perelman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(See Instructions) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
0

NUMBER OF

6 SHARED VOTING POWER
0

SHARES

BENEFICIALLY

7 SOLE DISPOSITIVE POWER
0

OWNED

BY EACH

8 SHARED DISPOSITIVE POWER
32,599,371 shares of Class A Common Stock

REPORTING

PERSON WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
32,599,371 shares of Class A Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.6% of Class A Common Stock Outstanding (1)

12 TYPE OF REPORTING PERSON (See Instructions)
IN

(1) Calculation of the Class A Common Stock outstanding excludes the Class B Common Stock referred to in footnote (1) on the preceding cover pages and the shares of Class A Common Stock issuable upon exercise of the options referred to in that footnote.

- ITEM 1(a): NAME OF ISSUER:
Revlon, Inc. (the "Issuer")
- ITEM 1(b): ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
237 Park Avenue, New York, New York 10017
- ITEM 2(a): NAME OF PERSON FILING:
See Item 4
- ITEM 2(b): ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
See Item 4
- ITEM 2(c): CITIZENSHIP:
See the responses to Item 4 on the attached Cover Pages
- ITEM 2(d): TITLE OF CLASS OF SECURITIES:
Class A Common Stock, par value \$0.01 per share
- ITEM 2(e): CUSIP NUMBER:
761525500
- ITEM 3: IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:
- (a) Broker or dealer registered under Section 15 of the Exchange Act.
 - (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
 - (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
 - (d) Investment company registered under Section 8 of the Investment Company Act.
 - (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
 - (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
 - (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4: OWNERSHIP.

Mafco Holdings Inc. ("Mafco"), the sole stockholder of which is Ronald O. Perelman, directly or indirectly owns all the stock or membership interests, as applicable, of MacAndrews & Forbes Holdings Inc., REV Holdings LLC, Mafco Guarantor Corp. and Mafco One LLC (collectively with Mafco, the "Mafco Entities"). Mafco may be deemed to beneficially own 32,599,371 shares of Class A Common Stock of the issuer beneficially owned by Raymond G. Perelman because it holds a voting proxy with respect to those shares. Those shares are included in the totals reported on Items 6 and 9 on the attached Cover Pages. The principal business address of each of the Mafco Entities is 35 E. 62nd Street, New York, New York, 10021. The principal business address of Raymond G. Perelman is 225 City Line Avenue, Suite 114, Bala Cynwyd, PA, 19004.

(a) Amount Beneficially Owned:

See the responses to Item 9 on the attached Cover Pages

(b) Percent of Class:

See the responses to Item 11 on the attached Cover Pages

(c) Number of shares as to which such persons have:

(i) Sole power to vote or to direct the vote:

See the responses to Item 5 on the attached Cover Pages

(ii) Shared power to vote or to direct the vote:

See the responses to Item 6 on the attached Cover Pages

(iii) Sole power to dispose or to direct the disposition of:

See the responses to Item 7 on the attached Cover Pages

(iv) Shared power to dispose or to direct the disposition of:

See the responses to Item 8 on the attached Cover Pages

ITEM 5: OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable

ITEM 6: OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable

ITEM 7: IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH
ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING
COMPANY

Not applicable

ITEM 8: IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable

ITEM 9: NOTICE OF DISSOLUTION OF A GROUP.

Not applicable

ITEM 10: CERTIFICATION.

By signing below, Raymond G. Perelman certifies that, to the best of his knowledge and belief, the securities referred to above as being beneficially owned by him were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

This Item is not applicable to the Mafco Entities, which are filing this Statement on Schedule 13G pursuant to Rule 13d-1(d).

SIGNATURES

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

Dated: April 5, 2004

MAFCO HOLDINGS INC.

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz
Title: Executive Vice President and
General Counsel

MACANDREWS & FORBES HOLDINGS INC.

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz
Title: Executive Vice President and
General Counsel

REV HOLDINGS LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz
Title: Executive Vice President and
General Counsel

MAFCO GUARANTOR CORP.

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz
Title: Executive Vice President and
General Counsel

MAFCO ONE LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz
Title: Executive Vice President and
General Counsel

/s/ Raymond G. Perelman

Raymond G. Perelman

INDEX OF EXHIBITS

EXHIBIT NUMBER

TITLE

- | | |
|----|---|
| 1. | Joint Filing Agreement, dated as of April 5, 2004, by and between Mafco Holdings Inc., MacAndrews & Forbes Holdings Inc., REV Holdings LLC, Mafco Guarantor Corp., Mafco One LLC and Raymond G. Perelman. |
|----|---|

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) (the "Statement") with respect to the shares of Class A Common Stock, par value \$0.01 per share, of Revlon, Inc. and further agree that this Joint Filing Agreement (this "Agreement") be included as an Exhibit thereto. In addition, all subsequent amendments to this Statement shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. Raymond G. Perelman hereby appoints Barry F. Schwartz as his true and lawful attorney-in-fact to sign on his behalf and to file with the Securities and Exchange Commission any such amendments.

Dated as of: April 5, 2004

MAFCO HOLDINGS INC.

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz
Title: Executive Vice President and
General Counsel

MACANDREWS & FORBES HOLDINGS INC.

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz
Title: Executive Vice President and
General Counsel

REV HOLDINGS LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz
Title: Executive Vice President and
General Counsel

MAFCO GUARANTOR CORP.

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz
Title: Executive Vice President and
General Counsel

MAFCO ONE LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz
Title: Executive Vice President and
General Counsel

/s/ Raymond G. Perelman

Raymond G. Perelman