

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: July 20, 2016
(Date of earliest event reported: July 19, 2016)

Revlon, Inc.

Delaware
(State or Other Jurisdiction of
Incorporation)

(Exact Name of Registrant as Specified in its Charter)

1-11178
(Commission
File Number)

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

One New York Plaza
New York, New York
(Address of Principal Executive Offices)

10004
(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 8.01. Other Events.

On July 19, 2016, Revlon, Inc. (“Revlon”) issued a press release (the “Press Release”) announcing that Revlon Consumer Products Corporation, Revlon’s wholly owned operating subsidiary (“RCPC”), intends to offer \$400 million aggregate principal amount of senior unsecured notes due 2024 in a private placement.

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 in its entirety into this Item 8.01.

This Form 8-K shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities, nor shall there be any sale of securities mentioned in this Form 8-K in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Forward-Looking Statements

Statements made in this Form 8-K, which are not historical facts, including statements about the plans of Revlon, Inc. and RCPC (together, the “Company”) and their strategies, focus, beliefs and expectations, are forward-looking and subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements speak only as of the date they are made and, except for the Company’s ongoing obligations under the U.S. federal securities laws, the Company undertakes no obligation to publicly update any forward-looking statement, whether to reflect actual results of operations; changes in financial condition; changes in general U.S. or international economic, industry or cosmetics category conditions; changes in estimates, expectations or assumptions; or other circumstances, conditions, developments or events arising after the filing of this Form 8-K. Such forward-looking statements include, without limitation, the Company’s beliefs, expectations, focus and/or plans regarding future events, including as to RCPC’s intent to offer \$400 million aggregate principal amount of senior unsecured notes due 2024 in a private placement. Actual results may differ materially from such forward-looking statements for a number of reasons, including those set forth in the Company’s filings with the SEC, including the Company’s Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the SEC during 2016 (which may be viewed on the SEC’s website at <http://www.sec.gov> or on Revlon, Inc.’s website at <http://www.revloninc.com>), as well as reasons including difficulties, delays, unexpected costs or the inability of RCPC to consummate, in whole or in part, the offering of RCPC’s senior unsecured notes, including due to market conditions or other factors. Factors other than those referred to above could also cause the Company’s results to differ materially from expected results. Additionally, the business and financial materials and any other statement or disclosure on, or made available through, the Company’s websites or other websites referenced herein shall not be incorporated by reference into this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.

Description

99.1

Press Release dated July 19, 2016.

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/ Michael T. Sheehan

Michael T. Sheehan

Senior Vice President, Deputy General Counsel and Secretary

Date: July 20, 2016

EXHIBIT INDEX

Exhibit No.

Description

99.1

Press Release dated July 19, 2016.

REVLON

Revlon Announces Proposed Notes Offering

New York, NY, July 19, 2016 – Revlon, Inc. (NYSE: REV) (“Revlon”) today announced that Revlon Escrow Corporation (the “Escrow Issuer”) is proposing to issue \$400 million aggregate principal amount of senior unsecured notes due 2024 (the “Notes”). The Escrow Issuer is a wholly owned subsidiary of Revlon Consumer Products Corporation (“RCPC”), Revlon’s wholly owned subsidiary (“RCPC” and, together with Revlon, the Escrow Issuer and their subsidiaries, the “Company”). The Notes are being issued to finance, in part, the Company’s pending acquisition (the “Acquisition”) of Elizabeth Arden, Inc. (NASDAQ: RDEN and “Elizabeth Arden”) and certain related refinancing transactions that were previously disclosed in Revlon’s and RCPC’s respective Current Report on Form 8-K filed with the SEC on June 17, 2016. The Acquisition is expected to close by the end of 2016. The net proceeds of the Notes will be held in escrow until the satisfaction of various customary conditions precedent, including completion of the Acquisition, RCPC’s assumption of the Notes from the Escrow Issuer, and the guarantee of the Notes by RCPC’s wholly owned domestic subsidiaries, including, upon consummation of the Acquisition, Elizabeth Arden and its domestic subsidiaries, subject to limited exceptions.

The Notes will be offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) and outside the United States in compliance with Regulation S under the Securities Act. The offer and sale of the Notes will not be registered under the Securities Act, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities, nor shall there be any sale of securities mentioned in this press release in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Forward-Looking Statements

Statements made in this press release, which are not historical facts, including statements about the Company's plans and its strategies, focus, beliefs and expectations, are forward-looking and subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements speak only as of the date they are made and, except for the Company's ongoing obligations under the U.S. federal securities laws, the Company undertakes no obligation to publicly update any forward-looking statement, whether to reflect actual results of operations; changes in financial condition; changes in general U.S. or international economic, industry or cosmetics category conditions; changes in estimates, expectations or assumptions; or other circumstances, conditions, developments or events arising after the issuance of this press release. Such forward-looking statements include, without limitation, the Company's beliefs, expectations, focus and/or plans regarding future events, including the Escrow Issuer's plans to conduct the proposed offering and RCPC's plans to assume the obligations under the Notes, as applicable, to finance, in part, the pending Acquisition of Elizabeth Arden and to refinance certain of RCPC's and Elizabeth Arden's existing debt. Actual results may differ materially from such forward-looking statements for a number of reasons, including those set forth in the Company's filings with the SEC, including the Company's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the SEC during 2016 (which may be viewed on the SEC's website at <http://www.sec.gov> or on Revlon's website at <http://www.revloninc.com>), as well as reasons including difficulties, delays, unexpected costs or the inability of the Escrow Issuer to consummate the proposed offering of the Notes, in whole or in part, or difficulties, delays, unexpected costs or the inability of RCPC to assume the obligations under the Notes or of RCPC to complete the Acquisition. Factors other than those referred to above could also cause the Company's results to differ materially from expected results. Additionally, the business and financial materials and any other statement or disclosure on, or made available through, the Company's website or other websites referenced herein shall not be incorporated by reference into this release.

Investor Relations:

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or

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