

REVLON INC /DE/  
Form 8-K  
May 13, 2011  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report: May 13, 2011  
(Date of earliest event reported: May 13, 2011)

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.

The purpose of this item is to disclose information regarding the possible principal terms and conditions of a possible refinancing that Revlon Consumer Products Corporation ("RCPC"), the wholly owned operating subsidiary of Revlon, Inc. ("Revlon" and, together with RCPC the "Company"), is exploring as to its existing bank term loan facility. Such information includes a revised term sheet that RCPC is discussing with the potential lenders involved in refinancing RCPC's existing term loan facility.

The summary terms of the proposed 2011 term loan facility are attached to this Form 8-K as Exhibit 99.1 and are incorporated by reference into this Item 8.01.

The proposed refinancing transactions are expected to close and fund in mid- to late-May 2011. Consummation of the refinancing is subject to market and other customary conditions, including, among other things, the execution of definitive documentation. There can be no assurances as to the terms and conditions on which the possible refinancing may be consummated, nor that the possible refinancing will be consummated.

Forward-Looking Statements

Statements made in this Form 8-K, which are not historical facts, including statements about the Company's plans, 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 about future events, including those regarding the proposed 2011 refinancing, and the terms, conditions, timing and costs of any such refinancing. Actual results may differ materially from such forward-looking statements for a number of reasons, including those set forth in our filings with the SEC, including, without limitation, our 2011 Annual Report on Form 10-K filed with the SEC in February 2011 and our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K that we have filed or will file with the SEC during 2011 (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, unanticipated costs or RCPC's inability to consummate the proposed 2011 refinancing, in whole or in part, or unexpected changes in the terms, conditions, timing and/or costs of such refinancing. Factors other than those listed 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.

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Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
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99.1	
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\$800,000,000 Third Amended And Restated Senior Secured Term Loan Facility  
Summary Of Terms And Conditions (incorporated by reference to Item 99.1 to  
Revlon Consumer Products Corporation's Form 8-K filed with the SEC on May  
13, 2011 (the "May 13 Form 8-K"))

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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/ Lauren Goldberg  
Lauren Goldberg  
Senior Vice President and General Counsel

Date: May 13, 2011

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EXHIBIT INDEX

Exhibit No.	Description
99.1	\$800,000,000 Third Amended And Restated Senior Secured Term Loan Facility Summary Of Terms And Conditions (incorporated by reference to Item 99.1 to the May 13 Form 8-K)

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