

REVLON INC /DE/
Form DEF 14A
April 25, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-12

REVLON, INC.

(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

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- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

- (4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

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- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

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REVLON, INC.

237 PARK AVENUE

NEW YORK, NY 10017

April 25, 2013

Dear Stockholders:

You are cordially invited to attend the 2013 Annual Meeting of Stockholders of Revlon, Inc., which will be held at 10:00 a.m., Eastern Time, on Thursday, June 6, 2013, at Revlon's Research Center at 2121 Route 27, Edison, NJ 08818. The matters to be acted upon at the meeting are described in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement. Please also see the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement for important information that you will need in order to pre-register for admission to the meeting, if you plan to attend in person.

While stockholders may exercise their right to vote their shares in person, we recognize that many stockholders may not be able to attend the 2013 Annual Meeting. In accordance with rules adopted by the U.S. Securities and Exchange Commission, we are mailing to our stockholders a Notice of Internet Availability of Proxy Materials (instead of a paper copy of the Proxy Statement and our 2012 Annual Report) which contains instructions on how stockholders can access the proxy materials over the Internet and vote electronically. The Notice of Internet Availability of Proxy Materials also contains instructions on how stockholders can receive a paper copy of our proxy materials, including the Proxy Statement, the 2012 Annual Report and a form of proxy card. Our proxy materials are being furnished to stockholders on or about April 25, 2013.

Whether or not you plan to attend the 2013 Annual Meeting, we encourage you to vote your shares, regardless of the number of shares you hold, by utilizing the voting options available to you as described in the Notice of Internet Availability of Proxy Materials and our Proxy Statement. This will not restrict your right to attend the 2013 Annual Meeting and vote your shares in person, should you wish to change your prior vote.

Thank you.

Sincerely yours,

Alan T. Ennis

President and Chief Executive Officer

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REVLON, INC.

237 PARK AVENUE

NEW YORK, NY 10017

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of Revlon, Inc.

The 2013 Annual Meeting of Stockholders of Revlon, Inc., a Delaware corporation (the Company), will be held at 10:00 a.m., Eastern Time, on Thursday, June 6, 2013, at Revlon's Research Center at 2121 Route 27, Edison, NJ 08818. The following proposals will be voted on at the 2013 Annual Meeting:

1. the election of the following persons as members of the Company's Board of Directors to serve until the next annual stockholders' meeting and until such directors' successors are elected and shall have been qualified: Ronald O. Perelman, Alan S. Bernikow, Diana F. Cantor, Viet D. Dinh, Alan T. Ennis, Meyer Feldberg, David L. Kennedy, Cecelia Kurzman, Debra L. Lee, Tamara Mellon, Barry F. Schwartz and Kathi P. Seifert;
2. the ratification of the Audit Committee's selection of KPMG LLP as the Company's independent registered public accounting firm for 2013; and
3. the transaction of such other business as may properly come before the 2013 Annual Meeting.

A Proxy Statement describing the matters to be considered at the 2013 Annual Meeting accompanies this notice. Only stockholders of record at 5:00 p.m., Eastern Time, on April 12, 2013 are entitled to notice of, and to vote at, the 2013 Annual Meeting and at any adjournments thereof. For at least ten days prior to the 2013 Annual Meeting, a list of stockholders entitled to vote at the 2013 Annual Meeting will be available for inspection during normal business hours at the offices of the Company's Secretary at 237 Park Avenue, 14th Floor, New York, NY 10017, and such list also will be available at the 2013 Annual Meeting.

Important Notice Regarding the Availability of Proxy Materials for the June 6, 2013 Annual

Stockholders' Meeting:

We are delivering our Proxy Statement and 2012 Annual Report under U.S. Securities and Exchange Commission rules that require companies to make proxy materials available to their stockholders over the Internet and to furnish notice of Internet access to such materials. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials to all of our stockholders (stockholders who have a request for paper copies on file with our transfer agent or their broker will receive paper copies of our proxy materials in the mail). A paper copy of our proxy materials may be requested through one of the methods described in the Notice of Internet Availability of Proxy Materials. Our Proxy Statement, including the Notice of Annual Meeting of Stockholders, and our 2012 Annual Report to Stockholders are available at www.proxyvote.com (where stockholders may also vote their shares, over the Internet) and at www.revloninc.com.

Whether or not you plan to attend the 2013 Annual Meeting, your vote is important. Please promptly submit your proxy by Internet, telephone or mail by following the instructions found on your Notice of Internet Availability of Proxy Materials or proxy card. Your proxy can be withdrawn by you at any time before it is voted at the 2013 Annual Meeting.

If you plan to attend the 2013 Annual Meeting in person, you should check the appropriate box on your proxy card (or indicate that you will attend when prompted by electronic voting means which you may access) indicating that you intend to do so. You will need to present **valid picture identification**, such as a driver's license or passport, in order to be admitted to the meeting. If your shares are held other than as a stockholder of

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record (such as beneficially through a brokerage, bank or other nominee account), you will need to present original documents (copies will not be accepted) to evidence your stock ownership as of the April 12, 2013 record date, such as an original of a legal proxy from your bank or broker (Requests for Admission will not be accepted), your brokerage account statement demonstrating that you held Revlon, Inc. Class A Common Stock, Class B Common Stock or Series A Preferred Stock (voting capital stock) in your account on the April 12, 2013 record date, or, if you did not already return it to your bank or broker, an original voting instruction form issued by your bank or broker, demonstrating that you held Revlon, Inc. voting capital stock in your account on the April 12, 2013 record date. **Please see our Proxy Statement for information on how to pre-register for the meeting, should you wish to attend.**

As previously disclosed, in September 2008, the Company completed a 1-for-10 reverse stock split of its Class A and Class B Common Stock (the Reverse Stock Split) pursuant to which each ten (10) shares of Revlon, Inc. Class A and Class B Common Stock issued and outstanding immediately prior to 11:59 p.m. on September 15, 2008 were automatically combined into one (1) share of Class A Common Stock and Class B Common Stock, respectively, subject to the elimination of fractional shares. The Company has determined that stockholders who have not yet surrendered their shares to the Company s transfer agent for exchange in connection with the Reverse Stock Split will be considered stockholders of record and will be permitted to receive these proxy materials, vote their shares (after giving effect to the 1-for-10 Reverse Stock Split) and attend the 2013 Annual Meeting.

In order to expedite the admission registration process, we encourage stockholders to pre-register in accordance with the pre-registration procedures set forth in our Proxy Statement.

Thank you.

By Order of the Board of Directors

Michael T. Sheehan

Senior Vice President, Deputy General Counsel

and Secretary

April 25, 2013

PLEASE PROMPTLY SUBMIT YOUR VOTE BY INTERNET, TELEPHONE OR MAIL BY FOLLOWING THE INSTRUCTIONS FOUND ON YOUR NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS, VOTING INSTRUCTION FORM OR PROXY CARD. THIS WILL ENSURE THAT YOUR SHARES ARE VOTED IN ACCORDANCE WITH YOUR WISHES.

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PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. The following description is only a summary; for more information, you should carefully read and consider the entire Proxy Statement, as well as the Company's 2012 Annual Report, before voting on the matters presented in this Proxy Statement.

2013 Annual Meeting of Stockholders

Time & Date	10:00 a.m., June 6, 2013
Place	Revlon Research Center 2121 Route 27 Edison, NJ 08818
Record Date	April 12, 2013
Voting	Each share of the Company's Class A Common Stock and Series A Preferred Stock is entitled to one vote, and each share of the Company's Class B Common Stock is entitled to ten votes. Stockholders of record on the Record Date may attend the 2013 Annual Meeting upon presentation of appropriate admission materials; pre-registration is encouraged; see the "Questions and Answers About the Annual Meeting and Voting" section of this Proxy Statement for more information.
Admission	
Meeting Agenda	<ol style="list-style-type: none"> 1. Election of Directors. 2. Ratification of the Audit Committee's selection of KPMG LLP as the Company's independent registered public accounting firm for 2013. 3. Transact such other business that may properly be brought before the meeting.

Voting Matters

<u>Item</u>	<u>Board Vote Recommendation</u>
1. Election of Directors	For each Director nominee.
2. Ratification of the Audit Committee's selection of KPMG LLP as the Company's independent registered public accounting firm for 2013	For.

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The following table provides summary information about each Director nominee. Each Director nominee is a current standing Director of the Company (other than Ms. Cantor, who is a new nominee). Each Director is elected annually by a plurality of votes cast.

<u>Name</u>	<u>Revlon Director</u> <u>Since</u>	<u>Independent</u>	<u>Committee</u> <u>Memberships</u>	<u>Committee</u> <u>Chairman</u>
Ronald O. Perelman (Chairman)	1992			
Alan S. Bernikow	2003	X	Audit; Compensation	Audit; Compensation
Diana F. Cantor		X		
Viet D. Dinh	2012	X	Nominating & Corporate Governance	
Alan T. Ennis	2009			
Meyer Feldberg	1997	X	Audit;	Nominating & Corporate Governance
			Nominating & Corporate Governance	
David L. Kennedy	2006			
Cecelia Kurzman	2013	X		
Debra L. Lee	2006	X	Nominating & Corporate Governance	
Tamara Mellon	2008	X		
Barry F. Schwartz	2007		Compensation	
Kathi P. Seifert	2006	X	Audit; Compensation	

Auditors

As a matter of good corporate practice, the Company is asking its stockholders to ratify the Audit Committee's selection of KPMG LLP as the Company's independent registered public accounting firm for 2013. Set forth below is a summary of information with respect to KPMG LLP's fees for services provided in 2012 and 2011 (dollars are in millions).

Types of Fees	2012	2011
Audit Fees	\$ 3.9	\$ 3.8
Audit-Related Fees	0.2	0.2

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Tax Fees	0.2	0.2
All Other Fees		
TOTAL FEES	\$ 4.3	\$ 4.2

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QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

Q. *Why am I receiving these proxy materials?*

A. Our Board of Directors is providing this Proxy Statement and other materials to you in connection with the Company's 2013 Annual Meeting of Stockholders. This Proxy Statement describes the matters proposed to be voted on at the 2013 Annual Meeting, including the election of directors, the ratification of the Audit Committee's selection of the Company's independent registered public accounting firm for 2013, and such other business as may properly come before the 2013 Annual Meeting. The approximate date when these proxy materials are being made available to you is April 25, 2013.

Q. *Why did I receive a notice regarding the Internet availability of the proxy materials instead of a paper copy of the proxy materials?*

In accordance with rules and regulations adopted by the U.S. Securities and Exchange Commission, instead of mailing a printed copy of our proxy materials to all stockholders entitled to vote at our 2013 Annual Meeting, we are making the proxy materials and our 2012 Annual Report available to our stockholders electronically via the Internet. On or about April 25, 2013, we are sending to our stockholders a Notice of Internet Availability of Proxy Materials (the "Internet Notice"). The Internet Notice contains instructions on how stockholders may access and review our proxy materials and our 2012 Annual Report over the Internet and vote electronically, as well as instructions on how stockholders can request a paper copy of our proxy materials, including the 2013 Proxy Statement, the 2012 Annual Report and a form of proxy card. Otherwise, you will not receive a printed copy of the proxy materials (unless you already had a request for paper copies on file with our transfer agent or your broker). Instead, the Internet Notice will instruct you as to how you may access and review the proxy materials and submit your vote via the Internet. If you would like to receive a printed copy of the proxy materials, please follow the instructions included in the Internet Notice for requesting printed materials.

Important Notice Regarding the Availability of Proxy Materials for the June 6, 2013 Annual

Stockholders Meeting:

Our 2013 Proxy Statement, including the Notice of Annual Meeting of Stockholders, and 2012 Annual Report to Stockholders are available at www.proxyvote.com (where stockholders may also vote their shares, via the Internet) and at www.revloninc.com.

Q. *How can I request paper copies of proxy materials?*

A. You will not receive a printed copy of the proxy materials unless you request them. There is no charge imposed by the Company for requesting a copy. To request paper copies, stockholders can (i) go to www.proxyvote.com and follow the instructions posted for requesting materials, (ii) call **1-800-579-1639** or (iii) send an email to sendmaterial@proxyvote.com. If you request materials by email, send a blank email with your Control Number(s) (located in the Internet Notice) in the subject line. **To facilitate timely delivery of paper copies of requested materials, please make your paper copy request no later than May 23, 2013.**

Q. *When and where is the 2013 Annual Meeting?*

A. The 2013 Annual Meeting will be held at 10:00 a.m., Eastern Time, on Thursday, June 6, 2013, at Revlon's Research Center at 2121 Route 27, Edison, NJ 08818.

Q. *What is the purpose of the 2013 Annual Meeting?*

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- A. At the 2013 Annual Meeting, the Company's stockholders will act upon the following matters set forth in the Notice of Annual Meeting of Stockholders:

the election of the following persons as members of the Company's Board of Directors to serve until the next annual stockholders meeting and until such directors' successors are elected and shall have

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been qualified: Ronald O. Perelman, Alan S. Bernikow, Diana F. Cantor, Viet D. Dinh, Alan T. Ennis, Meyer Feldberg, David L. Kennedy, Cecelia Kurzman, Debra L. Lee, Tamara Mellon, Barry F. Schwartz and Kathi P. Seifert (if any nominee is unable or declines unexpectedly to stand for election as a director at the 2013 Annual Meeting, the Board of Directors may by resolution provide for a lesser number of directors or designate substitute nominees and proxies will be voted for any such substitute nominee);

the ratification of the Audit Committee's selection of KPMG LLP as the Company's independent registered public accounting firm for 2013; and

the transaction of such other business as may properly come before the 2013 Annual Meeting.

Q. *What are the voting recommendations of the Board?*

A. The Board recommends the following votes:

FOR each of the director nominees; and

FOR the ratification of the Audit Committee's selection of KPMG LLP as the Company's independent registered public accounting firm for 2013.

Q. *What is the difference between holding shares as a stockholder of record and as a beneficial owner?*

A. Many holders of the Company's voting capital stock hold such shares through a broker or other nominee (i.e., a beneficial owner) rather than directly in their own name (i.e., a stockholder of record). As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Stockholder of Record. If your shares are registered in your name with the Company's transfer agent, American Stock Transfer & Trust Company, as of 5:00 p.m., Eastern Time, on the April 12, 2013 record date, you are considered the stockholder of record with respect to those shares, and these proxy materials are being made available, electronically or otherwise, directly to you by the Company. As the stockholder of record, you have the right to grant your voting proxy directly to the Company or a third party, or to vote in person at the 2013 Annual Meeting. The Company has made available a proxy card or electronic voting means for you to use for voting purposes.

Reverse Stock Split. As previously disclosed, in September 2008, the Company effected a 1-for-10 reverse stock split of its Class A and Class B Common Stock (the Reverse Stock Split) pursuant to which each ten (10) shares of Revlon Class A and Class B Common Stock issued and outstanding immediately prior to 11:59 p.m. on September 15, 2008 were automatically combined into one (1) share of Class A Common Stock and Class B Common Stock, respectively, subject to the elimination of fractional shares. The Company has determined that stockholders who have not yet surrendered their shares to the Company's transfer agent for exchange in connection with the Reverse Stock Split will be considered stockholders of record and will be permitted to receive these proxy materials, vote their shares (after giving effect to the 1-for-10 Reverse Stock Split) and attend the 2013 Annual Meeting.

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Beneficial Owner. If your shares are held in a brokerage account or by another nominee as of 5:00 p.m., Eastern Time, on the April 12, 2013 record date, you are considered the beneficial owner of shares held in street name, and these proxy materials are being made available, electronically or otherwise, by the Company to your broker, nominee or trustee and they should forward these materials to you, together with a voting instruction form if furnished via paper copy to your broker, trustee or nominee.

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Q. How do I vote?

A. You may vote using one of the following methods:

Internet. For all holders of our voting capital stock (whether a stockholder of record or a beneficial owner), to vote through the Internet, log on to the Internet and go to www.proxyvote.com and follow the steps on the secure website (have your Internet Notice or your proxy card available as you will need to reference your assigned Control Number(s)). You may vote on the Internet up until 11:59 p.m. Eastern Time on June 5, 2013, which is the day before the June 6, 2013 Annual Meeting. If you vote by the Internet, you need not return your proxy card (if you received one), unless you wish to change your Internet vote.

Telephone. You may vote by telephone by calling the toll-free number on your proxy card up until 11:59 p.m., Eastern Time, on June 5, 2013, which is the day before the June 6, 2013 Annual Meeting, and following the pre-recorded instructions (have your Internet Notice or your proxy card available when you call as you will need to reference your assigned Control Number(s)). If you vote by telephone, you should not return your proxy card (if you received one), unless you wish to change your telephone vote.

Mail. If you received your proxy materials by mail, due to having a request for paper copies on file with our transfer agent or your broker, you may vote by mail by appropriately marking your proxy card, dating and signing it, and returning it in the postage-prepaid envelope provided, or to Vote Processing (Revlon), c/o Broadridge, 51 Mercedes Way, Edgewood, NJ 11717, for receipt prior to the closing of the voting polls for the June 6, 2013 Annual Meeting.

In Person. You may vote your shares in person by attending the 2013 Annual Meeting and submitting a valid proxy at the 2013 Annual Meeting. If you are a registered owner or record holder (i.e., you are listed as a stockholder on the books and records of our transfer agent), you may vote in person by submitting your previously furnished proxy or casting a voting capital stock ballot furnished by the Company at the Meeting prior to the closing of the polls; if you are a beneficial owner (i.e., your shares are held by a nominee, such as a bank or broker or in street name), you may not vote your shares in person at the 2013 Annual Meeting unless you obtain and present to the Company an original (copies will not be accepted) legal proxy from your bank or broker authorizing you to vote the shares (Requests for Admission will not be accepted).

Voting, Generally. All shares that have been voted properly by an unrevoked proxy will be voted at the 2013 Annual Meeting in accordance with your instructions. In relation to how your proxy will be voted, see *How will my proxy be voted?* below.

If you are a beneficial owner because your brokerage firm, bank, broker-dealer or other similar organization is the holder of record of your shares (i.e., your shares are held in street name), you will receive instructions on how to vote from your bank, broker or other record holder. You must follow these instructions in order for your shares to be voted. You should instruct your nominee on how to vote your shares. Your broker is required to vote those shares in accordance with your instructions. If you do not give instructions to your broker, the broker may vote your shares only with respect to Proposal No. 2 (the ratification of the Audit Committee's selection of the Company's independent registered public accounting firm), which is considered a routine matter, and not with respect to Proposal No. 1 (the election of directors).

Q. Who can vote?

A. Only stockholders of record of Revlon, Inc. Class A and Class B Common Stock and Revlon, Inc. Series A Preferred Stock at 5:00 p.m., Eastern Time, on April 12, 2013, the record date for the 2013 Annual Meeting, or those who have been granted and present an original, signed, valid legal proxy in appropriate form from a holder of record of Revlon, Inc. Class A or Class B Common Stock or Revlon, Inc. Series A Preferred Stock as of 5:00 p.m., Eastern Time, on April 12, 2013, are entitled to vote. Each share of the Company's Class A Common Stock and Series A Preferred Stock is entitled to one vote, and each share of Class B Common Stock is entitled to ten votes.

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As noted above, the Company has determined that stockholders who have not yet surrendered their old shares of Class A Common Stock to the Company's transfer agent for exchange in connection with the Reverse Stock Split will be considered stockholders of record and will be permitted to receive these proxy materials, vote their shares (after giving effect to the 1-for-10 Reverse Stock Split) and attend the 2013 Annual Meeting.

Q. *How will my proxy be voted?*

A. Your proxy, when properly submitted to us, and not revoked, will be voted in accordance with your instructions. If you sign and return your proxy card without indicating how you would like your shares to be voted, the persons designated by the Company as proxies will vote in accordance with the recommendations of the Board of Directors on Proposal No. 1 (the election of directors) and Proposal No. 2 (the ratification of the Audit Committee's selection of the Company's independent registered public accounting firm).

Although we are not aware of any other matter that may be properly presented at the 2013 Annual Meeting, if any other matter is properly presented, the persons designated by the Company as proxies may vote on such matters in their discretion.

Q. *Can I change or revoke my vote?*

A. Yes. If you are a stockholder of record, you can change or revoke your vote at any time before it is voted at the 2013 Annual Meeting by:

executing and delivering a proxy bearing a later date, which must be received by the Company's Secretary at 237 Park Avenue, 14th Floor, New York, NY 10017, Attention: Michael T. Sheehan, before the original proxy is voted at the 2013 Annual Meeting;

filing a written revocation or written notice of change, as the case may be, which must be received by the Company's Secretary at 237 Park Avenue, 14th Floor, New York, NY 10017, Attention: Michael T. Sheehan, before the original proxy is voted at the 2013 Annual Meeting; or

attending the 2013 Annual Meeting and voting in person.

If you are a beneficial owner, please follow the voting instructions sent to you by your broker, trustee or nominee to change or revoke your vote.

To revoke a vote previously submitted electronically through the Internet or by telephone, you may simply vote again at a later date, using the same procedures, in which case the later submitted vote will be recorded and the earlier vote revoked.

Q. *What if I am a participant in the Revlon 401(k) Plan?*

A. This Proxy Statement is being furnished to you if Revlon, Inc. Class A Common Stock is allocated to your account within the Revlon Employees' Savings, Investment and Profit Sharing Plan (the "401(k) Plan"). The trustee of the 401(k) Plan, as the record holder of the Company's shares held in the 401(k) Plan, will vote the shares allocated to your account under the 401(k) Plan in accordance with your instructions. If the trustee of the 401(k) Plan does not otherwise receive voting instructions for shares allocated to your 401(k) Plan Account, the trustee, in accordance with the 401(k) Plan trust agreement, will vote any such shares in the same proportion as it votes those shares allocated to 401(k) Plan participants' accounts for which voting instructions were received by the trustee. **401(k) Plan participants must submit their voting instructions to the trustee of our 401(k) Plan in accordance with the instructions included with the proxy card or Internet Notice so that they are received by 11:59 p.m. Eastern Time on May 24, 2013 to allow the trustee time to receive such voting instructions and vote on behalf of participants in the 401(k) Plan. Voting instructions received from 401(k) Plan**

participants after this deadline, under any method, will not be considered timely and will be voted by the trustee at the 2013 Annual Meeting in the manner described in this paragraph above for non-votes.

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Q. *Who can attend the 2013 Annual Meeting?*

- A. Anyone who was a stockholder of the Company as of 5:00 p.m., Eastern Time, on April 12, 2013, the record date for the 2013 Annual Meeting, and who provides the necessary identification may attend the 2013 Annual Meeting. Directions to the address for the 2013 Annual Meeting are available on various Internet travel sites, or you may seek assistance from the Company when pre-registering. To attend the 2013 Annual Meeting, please follow these instructions:

If you are a stockholder of record on the April 12, 2013 record date, check the appropriate box on the proxy card (or indicate that you will attend when prompted by electronic voting means which you may access) indicating that you plan on attending the 2013 Annual Meeting, and please present at the meeting a **valid picture identification**, such as a driver's license or passport.

If you are a stockholder whose shares are held in a brokerage account or by another nominee, please present at the meeting **valid picture identification**, such as a driver's license or passport, as well as original **proof of ownership** of shares of Revlon, Inc. voting capital stock as of 5:00 p.m., Eastern Time, on the April 12, 2013 record date, in order to be admitted to the 2013 Annual Meeting. As noted, you will need to present original evidence of stock ownership, such as an original of a legal proxy from your bank or broker (Requests for Admission will not be accepted), your brokerage account statement, demonstrating that you held Revlon, Inc. voting capital stock in your account as of 5:00 p.m., Eastern Time, on the April 12, 2013 record date, or, if you did not already return it to your bank or broker, an original voting instruction form issued by your bank or broker, demonstrating that you held Revlon, Inc. voting capital stock in your account as of 5:00 p.m., Eastern Time, on the April 12, 2013 record date.

In order to ensure the safety and security of our meeting attendees, packages and bags may be inspected and may have to be checked and, in some cases, may not be permitted. We thank you in advance for your cooperation with these security measures.

Q. *Should I pre-register for the 2013 Annual Meeting?*

- A. **In order to expedite the admission registration process required for you to enter the 2013 Annual Meeting, we encourage stockholders to pre-register by phone by calling Amy Heidingsfelder, Associate Director, Legal Services, at (212) 527-5628, Meaghan Connerty, Senior Legal Assistant, Corporate and Budgeting, at (212) 527-5528, or Trevor Ezell, Corporate Legal Assistant, at (212) 527-5672, Monday through Friday from 9:00 a.m. through 5:00 p.m., Eastern Time, up until 10:00 a.m., Eastern Time, on Wednesday, June 5, 2013 (the day prior to the 2013 Annual Meeting). Stockholders pre-registering by phone will be admitted to the 2013 Annual Meeting by presenting valid picture identification and, if your shares are held in a brokerage account or by another nominee, original evidence of your stock ownership as of the April 12, 2013 record date.**

Q. *Can I bring a guest to the 2013 Annual Meeting?*

- A. **Yes. If you plan to bring a guest to the 2013 Annual Meeting, please provide us with advance notice of that pursuant to the pre-registration procedures for stockholders set forth in this Proxy Statement.** When you go through the registration area at the 2013 Annual Meeting, please be sure your guest is with you. Guests must also present valid picture identification to gain access to the 2013 Annual Meeting. We reserve the right to limit guest attendance due to space limitations.

Q. *Can I still attend the 2013 Annual Meeting if I have previously voted or returned my proxy?*

- A.

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Yes. Attending the 2013 Annual Meeting does not revoke a previously submitted valid proxy. See, *Can I Change or Revoke My Vote?* above.

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Q. *What shares are covered by my proxy card or electronic voting form?*

A. The shares covered by your proxy card or electronic voting form represent all of the shares of the Company's voting capital stock that you own in the account referenced on the proxy card. Any shares that may be held for your account by the 401(k) Plan or another account will be represented on a separate proxy card and/or by a separate Control Number.

Q. *What does it mean if I get more than one proxy card?*

A. It means you have multiple accounts at our transfer agent and/or with banks or stockbrokers. Please vote all of your shares.

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REVLON, INC.

PROXY STATEMENT

Annual Meeting of Stockholders

to be held on June 6, 2013

This Proxy Statement is being furnished on or about April 25, 2013 by and on behalf of the Board of Directors (the Board of Directors or the Board) of Revlon, Inc. (the Company or Revlon) in connection with the solicitation of proxies to be voted at the 2013 Annual Meeting of Stockholders (the 2013 Annual Meeting) to be held at 10:00 a.m., Eastern Time, on Thursday, June 6, 2013, at Revlon's Research Center at 2121 Route 27, Edison, NJ 08818, and at any adjournments thereof. The 2012 Annual Report furnished with our Proxy Statement does not form any part of the material for the solicitation of proxies.

Pursuant to the rules and regulations adopted by the U.S. Securities and Exchange Commission (the SEC), we are required to provide our stockholders with access to our proxy materials over the Internet, rather than only in paper form. **Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (the Internet Notice), rather than a printed copy of the proxy materials, to our stockholders of record as of April 12, 2013. You will not receive a printed copy of the proxy materials unless you already had a request for paper copies on file with our transfer agent or your broker. If you want to receive paper copies of the proxy materials, you must request them through one of the methods identified elsewhere in this Proxy Statement or in the Internet Notice.** There is no charge imposed by the Company for requesting paper copies. Our proxy materials, including the Internet Notice, are being made available to stockholders entitled to vote at the 2013 Annual Meeting.

At the 2013 Annual Meeting, the Company's stockholders will be asked to: (1) elect the following persons as directors of the Company until the Company's next annual stockholders' meeting and until each such director's successor is duly elected and has been qualified: Ronald O. Perelman, Alan S. Bernikow, Diana F. Cantor, Viet D. Dinh, Alan T. Ennis, Meyer Feldberg, David L. Kennedy, Cecelia Kurzman, Debra L. Lee, Tamara Mellon, Barry F. Schwartz and Kathi P. Seifert; (2) ratify the Audit Committee's selection of KPMG LLP as the Company's independent registered public accounting firm for 2013; and (3) take such other action as may properly come before the 2013 Annual Meeting or any adjournments thereof.

The Company's principal executive offices are located at 237 Park Avenue, New York, NY 10017, and its main telephone number is (212) 527-4000.

Required Identification and Other Instructions for Attendees at the 2013 Annual Meeting

In order to be admitted to the 2013 Annual Meeting in person, you should check the appropriate box on your proxy card (or indicate that you will attend when prompted by electronic voting means which you may access) indicating that you intend to attend in person and you will need to present **valid picture identification**, such as a driver's license or passport, as well as original **proof of ownership** of shares of Revlon, Inc. Class A Common Stock, Class B Common Stock or Series A Preferred Stock as of 5:00 p.m., Eastern Time, on the April 12, 2013 record date. If your shares are held other than as a stockholder of record (such as beneficially through a brokerage, bank or other nominee account), you will need to present original documents (copies will not be accepted) to evidence your stock ownership as of 5:00 p.m., Eastern Time, on the April 12, 2013 record date, such as an original of a legal proxy from your bank or broker (Requests for Admission will not be accepted) or your brokerage account statement demonstrating that you held Revlon, Inc. voting capital stock in your account as of 5:00 p.m., Eastern Time, on the April 12, 2013 record date, or, if you did not already return it to your bank or broker, an original voting instruction form issued by your bank or broker, demonstrating that you held Revlon, Inc. voting capital stock in your account as of 5:00 p.m., Eastern Time, on the April 12, 2013 record

date.

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In order to expedite the admission registration process, we encourage stockholders to pre-register by phone by calling Amy Heidingsfelder, Associate Director, Legal Services, at (212) 527-5628, Meaghan Connerty, Senior Legal Assistant, Corporate and Budgeting, at (212) 527-5528, or Trevor Ezell, Corporate Legal Assistant, at (212) 527-5672, Monday through Friday from 9:00 a.m. through 5:00 p.m., Eastern Time, up until 10:00 a.m., Eastern Time, on Wednesday, June 5, 2013 (the day before the 2013 Annual Meeting). Stockholders pre-registering by phone will be admitted to the meeting by presenting valid picture identification and, if your shares are held in a brokerage account or by another nominee, original evidence of your stock ownership as of the April 12, 2013 record date. Directions to the address for the 2013 Annual Meeting are available on various Internet travel sites, or you may seek assistance from any of the above individuals when pre-registering.

In order to ensure the safety and security of our 2013 Annual Meeting attendees, packages and bags may be inspected and may have to be checked and, in some cases, may not be permitted. We thank you in advance for your cooperation with these security measures.

Solicitation and Voting of Proxies; Revocation

All proxies properly submitted to the Company, unless such proxies are properly revoked before they are voted at the 2013 Annual Meeting, will be voted on all matters presented at the 2013 Annual Meeting in accordance with the instructions given by the person executing (or electronically submitting) the proxy or, in the absence of instructions, will be voted (1) **FOR** the election to the Board of Directors of each of the 12 nominees identified in this Proxy Statement; and (2) **FOR** the ratification of the Audit Committee's selection of KPMG LLP as the Company's independent registered public accounting firm for 2013 (see below for discussion of broker non-votes). The Company has no knowledge of any other matters to be brought before the meeting. The deadline for receipt by the Company of stockholder proposals for inclusion in the proxy materials for presentation at the 2013 Annual Meeting was December 25, 2012. The Company did not receive any proposals required to be included in these proxy materials.

Additionally, pursuant to the Company's By-laws, in order for business to be properly brought before the 2013 Annual Meeting (other than stockholder proposals included in the proxy statement pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the Exchange Act)), and business specified in this Proxy Statement), notice of such business must have been received by the Company between March 9, 2013 and April 8, 2013 (and not subsequently withdrawn) and such notice must have included, among other things: (i) information regarding the proposed business to be brought before such meeting; (ii) the identity of the stockholder proposing the business; and (iii) the class of the Company's shares which are owned beneficially or of record by such stockholder. The Company did not receive notification of any such matters. If any other matters are properly presented before the 2013 Annual Meeting for action, however, in the absence of other instructions, it is intended that the persons named by the Company and acting as proxies will vote in accordance with their discretion on such matters.

The submission of a signed or validly submitted electronic proxy will not affect a stockholder's right to change his, her or its vote, attend and/or vote in person at the 2013 Annual Meeting. Stockholders who execute a proxy or validly submit an electronic vote may revoke it at any time before it is voted at the 2013 Annual Meeting by: (i) filing a written revocation or written notice of change, as the case may be, which must be received by the Company's Secretary at 237 Park Avenue, 14th Floor, New York, NY 10017, Attention: Michael T. Sheehan, before the original proxy is voted at the 2013 Annual Meeting; (ii) executing and delivering a proxy bearing a later date, which must be received by the Company's Secretary at 237 Park Avenue, 14th Floor, New York, NY 10017, Attention: Michael T. Sheehan, before the original proxy is voted at the 2013 Annual Meeting; or (iii) attending the 2013 Annual Meeting and voting in person. To revoke a proxy previously submitted electronically through the Internet or by telephone, you may simply vote again at a later date, using either of those electronic procedures, in which case the later submitted vote will be recorded and the earlier vote revoked.

Table of Contents**Record Date; Voting Rights**

Only holders of record of shares of the Company's Class A common stock, par value \$0.01 per share (the Class A Common Stock), Class B common stock, par value \$0.01 per share (the Class B Common Stock and, together with the Class A Common Stock, the Common Stock), and Series A Preferred Stock, par value \$0.01 per share (the Preferred Stock and, together with the Common Stock, the Voting Capital Stock), at 5:00 p.m., Eastern Time, on April 12, 2013 (the Record Date) will be entitled to notice of and to vote at the 2013 Annual Meeting or any adjournments thereof. On the Record Date, there were issued and outstanding: (i) 49,231,798 shares of the Company's Class A Common Stock, each of which is entitled to one vote, (ii) 3,125,000 shares of the Company's Class B Common Stock, each of which is entitled to 10 votes, and (iii) 9,336,905 shares of the Company's Preferred Stock, each of which is entitled to one vote. Mr. Ronald O. Perelman, Chairman of the Board of Directors, directly and indirectly through MacAndrews & Forbes Holdings Inc., of which Mr. Perelman is the sole stockholder (together with certain of its affiliates (other than the Company or its subsidiaries), MacAndrews & Forbes), beneficially owned approximately 77% of the combined voting power of the outstanding shares of the Company's Voting Capital Stock as of the Record Date that are entitled to vote at the 2013 Annual Meeting.

The presence, in person or by duly submitted proxy, of the holders of a majority in total number of votes of the issued and outstanding shares of Voting Capital Stock entitled to vote at the 2013 Annual Meeting is necessary to constitute a quorum in order to transact business at such meeting. Abstentions and, as there is at least one routine matter (under applicable NYSE rules) for consideration at the 2013 Annual Meeting, broker non-votes, if any, will be included in the calculation of the number of shares present at the 2013 Annual Meeting for the purposes of determining a quorum. Broker non-votes are shares held by a broker, trustee or nominee that are not voted because the broker, trustee or nominee does not have discretionary voting power on a particular proposal and does not receive voting instructions from the beneficial owner of the shares. Brokers will not be allowed to vote shares as to which they have not received voting instructions from the beneficial owner with respect to Proposal No. 1 (the election of directors). Accordingly, broker non-votes will not be counted as a vote for or against this proposal. For shares as to which they have not received voting instructions from the beneficial owner, brokers will be able to vote on Proposal No. 2 (ratification of the Audit Committee's selection of its independent registered public accounting firm for 2013), as this is considered a routine matter under applicable NYSE rules for which brokers have discretionary voting power.

MacAndrews & Forbes has informed the Company that it will duly submit proxies (1) **FOR** the election to the Board of Directors of each of the 12 nominees identified in this Proxy Statement; and (2) **FOR** the ratification of the Audit Committee's selection of KPMG LLP as the Company's independent registered public accounting firm for 2013. Accordingly, there will be a quorum and the affirmative vote of MacAndrews & Forbes is sufficient, without the concurring vote of any of the Company's other stockholders, to approve and adopt Proposal Nos. 1 and 2 to be considered at the 2013 Annual Meeting.

If shares of Class A Common Stock are held as of the Record Date for the account of participants under the Revlon Employees' Savings, Investment and Profit Sharing Plan (the 401(k) Plan), the trustee for the 401(k) Plan will vote those shares pursuant to the instructions given by the 401(k) Plan participants on their respective voting instruction forms. If the trustee does not otherwise receive voting instructions for shares held on account of a 401(k) Plan participant, the trustee, in accordance with the 401(k) Plan trust agreement, will vote any such unvoted shares in the same proportion as it votes those shares allocated to 401(k) Plan participants' accounts for which voting instructions were received by the trustee. 401(k) Plan participants must cast their votes in accordance with the instructions provided in the proxy materials so that they are received by 11:59 p.m. Eastern Time on May 24, 2013 to allow the trustee time to receive such voting instructions and vote on behalf of participants in the 401(k) Plan. Voting instructions received from 401(k) Plan participants after this deadline, under any method, will not be considered timely and will be voted by the trustee at the 2013 Annual Meeting in the manner described in this paragraph above.

Only holders of record of shares of the Company's Voting Capital Stock on the Record Date will be entitled to notice of and to vote at the 2013 Annual Meeting or any adjournments thereof. Stockholders will be entitled to vote the number of voting shares held by them on the Record Date.

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Distribution of Proxy Materials; Costs of Distribution and Solicitation

The accompanying form of proxy is being solicited on behalf of the Company's Board of Directors. The Company will bear all costs in connection with preparing, assembling and furnishing this Proxy Statement and related materials, including reimbursing banks, brokerage houses and other custodians, nominees, agents and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to stockholders. The Company has hired Broadridge to assist in the distribution and on-line hosting of proxy materials (including the provision of electronic voting methods) for the 2013 Annual Meeting. The estimated fee is approximately \$11,000, plus out-of-pocket expenses, such as postage.

Householding of Stockholder Materials

Some banks, brokers and other nominee record holders may be participating in the practice of "householding" stockholder materials, such as proxy statements, information statements and annual reports. This means that only one copy of our Internet Notice or proxy materials, as the case may be, may have been sent to multiple stockholders in your household. We will promptly deliver a separate copy of our Internet Notice or the 2013 proxy materials, as the case may be, to you if you write us at the following address: Revlon, Inc., Investor Relations Department, 237 Park Avenue, New York, NY 10017; or our proxy distributor at the following address: Broadridge, 51 Mercedes Way, Edgewood, NJ 11717. If you want to receive separate copies of the stockholder materials in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker, or other nominee record holder, or you may contact us at the above address. In the interest of reducing costs and promoting environmental responsibility, we encourage our stockholders to review electronic versions of our proxy materials, via the Internet.

PROPOSAL NO. 1 ELECTION OF DIRECTORS

The Company's Board of Directors, pursuant to the Company's By-laws, has fixed the number of directors at 12, effective as of the date of the 2013 Annual Meeting. The 12 directors nominated for election by the Board of Directors, upon recommendation of the Board's Nominating and Corporate Governance Committee, will be elected at the 2013 Annual Meeting to serve until the Company's next annual stockholders' meeting and until their successors are duly elected and shall have been qualified. All of the nominees currently are members of the Board of Directors (other than Ms. Cantor who is a new director nominee for the Company). All director nominees, if elected, are expected to serve until the next annual stockholders' meeting. The Company has been advised that, for personal reasons and not as a result of any disagreement with the Company on any matter relating to its operations, policies or practices, each of Messrs. Paul Bohan and Richard Santagati will not stand for re-election at the 2013 Annual Meeting.

The Board of Directors has been informed that all of the nominees are willing to serve as directors, but if any of them should decline or be unable to serve, the Board of Directors may by resolution provide for a lesser number of directors or designate substitute nominees, in which event the individuals appointed as proxies will vote as directed as to the election of any such substitute nominee. The Board of Directors has no reason to believe that any nominee will be unable or unwilling to serve.

Vote Required and Board of Directors Recommendation (Proposal No. 1)

The election to the Board of Directors of each of the 12 nominees identified in this Proxy Statement requires the affirmative vote of a plurality of the votes cast by the holders of shares of Voting Capital Stock present in person or represented by proxy at the 2013 Annual Meeting and entitled to vote. With respect to Proposal No. 1, all proxies properly submitted to the Company, unless such proxies are revoked, will be voted in accordance with the instructions given by the person submitting such proxy or, in the absence of such instructions, will be voted **FOR** the election to the Board of Directors of each of the 12 nominees identified in this Proxy Statement. Brokers do not have the ability to vote on non-routine matters, including the election of directors, as to shares

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for which they have not received voting instructions from the beneficial owner. In light of the application of plurality voting to the election of Directors, when tabulating the vote and determining whether the Director has received the requisite number of affirmative votes, abstentions and broker non-votes will not count as a vote for or against a Director. MacAndrews & Forbes has informed the Company that it will vote **FOR** the election to the Board of Directors of each of the 12 nominees identified in this Proxy Statement. Accordingly, the affirmative vote of MacAndrews & Forbes is sufficient, without the concurring vote of the Company's other stockholders, to effect the election of each of the director nominees by the necessary plurality vote at the 2013 Annual Meeting.

The Board of Directors unanimously recommends that stockholders vote FOR the election to the Board of Directors of each of the 12 nominees identified below.

Nominees for Election as Directors

The name, age (as of December 31, 2012), principal occupation for the last five years, public company board service for the last five years, selected biographical information and period of service as a Director of the Company of each of the nominees for election as a director are set forth below.

Mr. Perelman (69) has been Chairman of the Board of Directors of the Company and of Revlon Consumer Products Corporation, the Company's wholly-owned operating subsidiary (Products Corporation), since June 1998 and a Director of the Company and of Products Corporation since their respective formations in 1992. Mr. Perelman has been Chairman of the Board and Chief Executive Officer of MacAndrews & Forbes, a diversified holding company, and certain of its affiliates since 1980. Mr. Perelman has served on the Boards of Directors of the following companies which were required to file reports under the Exchange Act or were registered investment companies under the Investment Company Act of 1940 (the 1940 Act) (in either case, referred to herein as public reporting companies) within the last five years: the Company (1992 present); Products Corporation (1992 present); Scientific Games Corporation (Scientific Games) (2003 present); Allied Security Holdings LLC (Allied Security) (2004 2008); and M & F Worldwide Corp. (1995 present), a holding company that owns and operates various businesses (M & F Worldwide), for which Mr. Perelman has served as Chairman of the Board of Directors since 2007 and as a director since 1995 (note, M & F Worldwide ceased being a public reporting company under the Exchange Act in December 2011).

Mr. Bernikow (72) has been a Director of the Company and of Products Corporation since September 2003. Mr. Bernikow has served on the Board of Directors of Premier American Bank, N.A. since January 2010 as well as on the Board of Directors of such bank's parent holding company, Bond Street Holdings, Inc., since October 2010. From 1998 until his retirement in May 2003, Mr. Bernikow served as the Deputy Chief Executive Officer of Deloitte & Touche LLP (D&T). Prior to that, Mr. Bernikow held various senior executive positions at D&T and various of its predecessor companies, which he joined in 1977. Previously, Mr. Bernikow was the National Administrative Partner in Charge for the accounting firm, J.K. Lasser & Company, which he joined in 1966. Mr. Bernikow serves as Chairman of the Company's Audit Committee and Chairman of the Company's Compensation Committee. Mr. Bernikow has served on the Boards of Directors or Trustees of the following public reporting companies within the last five years: the Company (2003 present); Products Corporation (2003 present); Casual Male Retail Group, Inc. (Casual Male) (2003 present), for which he also currently serves as a member of its audit committee; Mack-Cali Realty Corporation (Mack-Cali) (2004 present), for which he also currently serves as chairman of its audit committee; and certain funds (the UBS Funds) for which UBS Global Asset Management (US) Inc., a wholly-owned subsidiary of UBS AG, or one of its affiliates, serves as investment advisor, sub-advisor or manager (2005 present), and for which he serves as Chairman of its audit committee.

Ms. Cantor (55), who is a new director nominee for the Company, is a Partner of Alternative Investment Management, LLC, an independent privately-held investment management firm (Alternative Investment Management), a position she has held since January 2010. In addition, Ms. Cantor is the co-founder and Managing Director of Hudson James Group LLC, a strategic advisory firm providing consulting services in the public and private sectors. Ms. Cantor also serves as the Chairman of the Board of Trustees of the Virginia Retirement System,

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for which she is a member of its Audit and Compliance Committee. Ms. Cantor served as a Managing Director of the New York Private Bank & Trust (the wealth management division of Emigrant Bank) from January 2008 through December 2009. From 1996 to January 2008, she served as the Founder and Executive Director of the Virginia College Savings Plan, an independent agency of the Commonwealth of Virginia. Ms. Cantor served from 1990 to 1997 as Vice President of Richmond Resources, Ltd. and from 1985 to 1990 as Vice President of Goldman, Sachs & Co. She previously was an associate at Kaye Scholer LLP from 1983 to 1985. Ms. Cantor has served on the boards of directors of the following public reporting companies within the last five (5) years: Media General, Inc. (Media General) (2005 present), for which she also currently serves as chair of its audit committee; Domino's Pizza, Inc. (Domino's Pizza) (2005 present), for which she also currently serves as chair of its audit committee; The Edelman Financial Group Inc. (2011 2012); and Universal Corporation (2012 present), for which she also currently serves as a member of its audit committee.

Mr. Dinh (44) has been a Director of the Company since June 2012. Mr. Dinh is the founding partner of Bancroft PLLC, a law and strategic consulting firm which he founded in 2003, and a tenured law professor at the Georgetown University Law Center, where he has taught since 1996. In addition, Mr. Dinh serves as the General Counsel and Corporate Secretary of Strayer Education, Inc., an education services holding company that owns Strayer University, which holding company he joined in 2010. From 2001 to 2003, Mr. Dinh served as Assistant Attorney General for Legal Policy at the U.S. Department of Justice. Mr. Dinh serves as a member of the Company's Nominating and Corporate Governance Committee. Mr. Dinh has served on the Boards of Directors of the following public reporting companies within the last five years: News Corporation (2004 present); M & F Worldwide (2007 2011 (note, M & F Worldwide ceased being a public reporting company under the Exchange Act in December 2011)); The Orchard, Inc. (2007 2010); and the Company (2012 present).

Mr. Ennis (42) has served as the Company's and Products Corporation's President and Chief Executive Officer since May 2009. Mr. Ennis has served as a Director of the Company and of Products Corporation since March 2009. Mr. Ennis served as President, Revlon International from May 2008 to March 2009. Mr. Ennis served as the Company's and Products Corporation's Executive Vice President and Chief Financial Officer from November 2006 to May 2009, Treasurer from June 2008 to May 2009, and Corporate Controller and Chief Accounting Officer from September 2006 to March 2007. From March 2005 to September 2006, Mr. Ennis served as the Company's Senior Vice President, Internal Audit. From 1997 through 2005, Mr. Ennis held several senior financial positions with Ingersoll-Rand Company Limited, a NYSE-listed company, where his duties included regional responsibility for Internal Audit in Europe and global responsibility for financial planning and analysis. Mr. Ennis began his career in 1991 with Arthur Andersen in Ireland. Mr. Ennis is a Chartered Accountant and member of the Institute of Chartered Accountants in Ireland. Mr. Ennis has served as a director of the Ireland U.S. Council, a non-profit organization that seeks to build business links between America and Ireland, since November 2009. Mr. Ennis has a Bachelor of Commerce Degree from University College, Dublin, Ireland, and a Master of Business Administration Degree from New York University, New York, NY. Mr. Ennis has served on the Boards of Directors of the following public reporting companies within the last five years: the Company (2009 present) and Products Corporation (2009 present).

Professor Feldberg (70) has been a Director of the Company since February 1997. Professor Feldberg has been a Senior Advisor with Morgan Stanley since March 2005 and has been the Dean Emeritus and the Professor of Leadership and Ethics at Columbia Business School, New York City, since July 2004. Professor Feldberg also serves as an Advisory Director of Welsh, Carson, Anderson & Stowe, a private equity investment firm. He was the Dean of Columbia Business School from July 1989 through June 2004. Since 2007, Professor Feldberg has served as the President of NYC Global Partners, an office in the New York City Mayor's office that manages the relationships between New York City and other cities around the world. Professor Feldberg serves as Chairman of the Company's Nominating and Corporate Governance Committee and as a member of the Company's Audit Committee. Professor Feldberg has served on the Boards of Directors of the following public reporting companies within the last five years: Macy's, Inc. (Macy's) (1992 present); the Company (1997 present); PRIMEDIA Inc. (PRIMEDIA) (1997 2011); UBS Funds (2001 present); and Sappi Limited (Sappi) (2002 2012).

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Mr. Kennedy (66) has been the Company's and Products Corporation's Vice Chairman of the Board of Directors since May 2009. Mr. Kennedy has served as a Director of the Company and of Products Corporation since September 2006. Mr. Kennedy has also served as Senior Executive Vice President of MacAndrews & Forbes since May 2009. Mr. Kennedy served as Chief Administrative Officer of Scientific Games from April 2011 to March 2012. Mr. Kennedy has served as Vice Chairman of Scientific Games since October 2009. Mr. Kennedy served as the Company's and Products Corporation's President and Chief Executive Officer from September 2006 to May 2009, and Executive Vice President, Chief Financial Officer and Treasurer from March 2006 to September 2006, and as the Company's Executive Vice President and Products Corporation's President, International from June 2002 until March 2006. From 1998 until 2001, Mr. Kennedy was Managing Director (CEO) and a member of the Board of Directors of Coca-Cola Amatil Limited, a publicly-traded company headquartered in Sydney, Australia and listed on the Sydney Stock Exchange (Coca-Cola Amatil). From 1992 to 1997, Mr. Kennedy served as General Manager of the Coca-Cola USA Fountain Division, a unit of The Coca-Cola Company (Coca-Cola), which he joined in 1980. Mr. Kennedy has served on the Boards of Directors of the following public reporting companies within the last five years: the Company (2006 – present); Products Corporation (2006 – present); and Scientific Games (2009 – present).

Ms. Kurzman (43) has been a Director of the Company since February 2013. Ms. Kurzman serves as President of Nexus Management Group, Inc. (Nexus Management), a talent representation and consulting group which she founded in 2004. Prior to founding Nexus Management, Ms. Kurzman joined Epic/Sony Music in 1997 as Vice President of Worldwide Marketing and held positions of increasing responsibility there until 2004. From 1992 to 1997, Ms. Kurzman held positions of increasing responsibility at Arista Records, including serving as Director of Artist Development.

Ms. Lee (58) has been a Director of the Company since January 2006. Ms. Lee is Chairman and Chief Executive Officer of BET Networks (BET), a division of Viacom Inc., a global media and entertainment company, that owns and operates Black Entertainment Television. Ms. Lee has held executive management positions of increasing responsibility with BET since joining that company in 1986. Prior to joining BET, Ms. Lee was an attorney with the Washington, D.C.-based law firm of Steptoe & Johnson. Ms. Lee serves as a member of the Company's Nominating and Corporate Governance Committee. Ms. Lee has served on the Boards of Directors of the following public reporting companies within the last five years: Eastman Kodak Company (Kodak) (1999 – 2011); WGL Holdings, Inc. (WGL) (2000 – present), for which she also serves as a member of the audit committee; Marriott International, Inc. (Marriott) (2004 – present); and the Company (2006 – present).

Ms. Mellon (45) has been a Director of the Company since August 2008. Ms. Mellon is the President of TMellon Enterprises LLC. In 1996, Ms. Mellon founded, and thereafter until November 2011 served in a senior executive capacity with, J. Choo Limited (Jimmy Choo), a leading manufacturer and international retailer of glamorous, ready-to-wear women's shoes and accessories based in London, England, including serving most recently as Chief Creative Officer. Prior to that, Ms. Mellon served as accessories editor for *British Vogue* magazine, since 1990, and previously held positions at *Mirabella* magazine and Phyllis Walters Public Relations. Ms. Mellon also serves on the Board of Directors and on the Creative Advisory Board of The H Company Holdings, LLC, a privately held holding company which owns and manages the Halston fashion design company. Ms. Mellon has served on the Board of Directors of the following public reporting company within the last five years: the Company (2008 – present).

Mr. Schwartz (63) has been a Director of the Company since November 2007 and a Director of Products Corporation since March 2004. Mr. Schwartz has served as Executive Vice Chairman of MacAndrews & Forbes since October 2007. Mr. Schwartz served as Senior Vice President of MacAndrews & Forbes from 1989 to 1993 and as Executive Vice President and General Counsel of MacAndrews & Forbes and various of its affiliates from 1993 to 2007. Mr. Schwartz serves as the Chairperson of the Board of Trustees of Kenyon College. Mr. Schwartz is also a member of the Board of Visitors of the Georgetown University Law Center. Mr. Schwartz serves as a member of the Company's Compensation Committee. Mr. Schwartz has served on the Boards of Directors of the

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following public reporting companies within the last five years: Scientific Games (2003 present); Products Corporation (2004 present); Harland Clarke Holdings Corp. (2005 present); Allied Security (2007 2008); the Company (2007 present); and M & F Worldwide (2008 present; note, M & F Worldwide ceased being a public reporting company under the Exchange Act in December 2011).

Ms. Seifert (63) has been a Director of the Company since January 2006. Ms. Seifert has been President of Katapult, LLC, a business consulting company, since July 2004. Ms. Seifert served as Corporate Executive Vice President Personal Care of Kimberly-Clark Corporation, a global health and hygiene company (Kimberly-Clark), from 1999 until her retirement in June 2004. Ms. Seifert joined Kimberly-Clark in 1978 and, prior to her retirement, served in several senior executive positions in connection with Kimberly-Clark s domestic and international consumer products businesses. Prior to joining Kimberly-Clark, Ms. Seifert held management positions at The Procter & Gamble Company, Beatrice Foods, Inc. and Fort Howard Paper Company. Ms. Seifert serves as a member of the Company s Audit Committee and its Compensation Committee. Ms. Seifert has served on the Boards of Directors of the following public reporting companies within the last five years: Eli Lilly & Company (1995 present), for which she also currently serves as a member of its audit committee (Eli Lilly); Paperweight Development Corp. (2004 present) (Paperweight Development); Appleton Papers Inc. (2004 present) (Appleton); the Company (2006 present); Lexmark International, Inc. (2006 present) (Lexmark); and Supervalu Inc. (2006 2013) (Supervalu).

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CORPORATE GOVERNANCE

Board of Directors and its Committees

Standing Committees

The Board of Directors currently has the following standing committees: the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee (the Governance Committee). Each of these committees and their functions are described in further detail below.

Controlled Company Exemption

The Company is a controlled company (i.e., one in which more than 50% of the voting power for the election of directors is held by an individual, a group or another company) within the meaning of the rules of the New York Stock Exchange (the NYSE). Accordingly, the Company is not required under the NYSE rules to have a majority of independent directors, a nominating and corporate governance committee or a compensation committee (each of which, under the NYSE's rules, would otherwise be required to be comprised entirely of independent directors).

While the Company is not required under NYSE rules to satisfy the above-listed NYSE corporate governance requirements due to its controlled company status, the Board has determined that more than a majority of its current directors (including Messrs. Bernikow, Bohan, Dinh, Feldberg and Santagati and Ms. Lee, Mellon and Seifert), as well as Ms. Cantor, a new director nominee, qualify as independent directors within the meaning of Section 303A.02 of the NYSE Listed Company Manual and under the Board Guidelines for Assessing Director Independence, which the Board adopted in accordance with Section 303A.02 of the NYSE Listed Company Manual. The Board Guidelines for Assessing Director Independence are available at www.revloninc.com under the heading Investor Relations (Corporate Governance).

Notwithstanding the fact that the Company qualifies for the controlled company exemption, the Company maintains the Governance Committee and the Compensation Committee. The Company maintains the Governance Committee (comprised of Messrs. Feldberg (Chairman), Bohan, Dinh and Santagati and Ms. Lee), and the Board of Directors has determined that all members of the Governance Committee qualify as independent directors within the meaning of Section 303A.02 of the NYSE Listed Company Manual and under the Board Guidelines for Assessing Director Independence. The Company also maintains the Compensation Committee (comprised of Messrs. Bernikow (Chairman), Santagati and Schwartz and Ms. Seifert), and the Board has determined that three of the four directors on the Compensation Committee (Mr. Bernikow, Mr. Santagati and Ms. Seifert) qualify as independent directors within the meaning of Section 303A.02 of the NYSE Listed Company Manual and under the Board Guidelines for Assessing Director Independence and also qualify as non-employee directors within the meaning of Section 16 of the Exchange Act and as outside directors under Section 162(m) (Section 162(m)) of the Internal Revenue Code of 1986, as amended (the Code).

In October 2009, the Company consummated a voluntary exchange offer transaction, pursuant to which Revlon, Inc. issued to stockholders (other than MacAndrews & Forbes and certain of its affiliates) 9,336,905 shares of Preferred Stock (the 2009 Exchange Offer). In connection with the 2009 Exchange Offer, the Company entered into a Contribution and Stockholder Agreement, dated August 9, 2009, as amended, with MacAndrews & Forbes, pursuant to which the parties agreed, among other things, that, until October 8, 2013, the Company will continue to maintain a majority of independent directors on its Board of Directors, each of whom meets the independence criteria as set forth in Section 303A.02 of the NYSE Listed Company Manual (see Certain Relationships and Related Transactions Contribution and Stockholder Agreement).

Number of Board and Committee Meetings

During 2012, the Board of Directors held ten meetings and acted six times by unanimous written consent; the Audit Committee held six meetings; the Compensation Committee held four meetings and acted once by unanimous written consent; and the Governance Committee held five meetings and acted once by unanimous written consent.

Table of Contents**Director Attendance at Annual Stockholders Meeting**

While the Board has not adopted a formal policy regarding directors' attendance at the Company's annual stockholders' meeting, directors are invited to attend such meeting. One member of the Company's Board of Directors attended the Company's 2012 Annual Stockholders' Meeting.

Board Leadership Structure

The Company believes that its board leadership structure is appropriate given the specific circumstances of the Company, as its Board continues to function effectively and efficiently. Notwithstanding the fact that the Company is a controlled company, more than a majority of the Company's Directors are independent under applicable SEC and NYSE rules. The Board has established audit, governance and compensation committees, each operating under written charters, to assist the Board in its oversight functions, and in each case those committees are comprised of at least a majority of independent Directors (with each of the Board's Audit Committee and Governance Committee being comprised entirely of independent directors and three of the four members of the Compensation Committee being independent directors). The qualifications and experience of nominees for board service and committee membership are reviewed annually by the Governance Committee. Nominees for board membership are then recommended by such committee for appointment by the Board. Respective committee chairmen lead each committee. The Company has not established a lead director role. At Board and committee meetings, the Chairman of the Board and the Chairman of each such committee, as applicable, presides for the purpose of conducting an orderly and efficient meeting. Independent directors or any other director may lead or initiate discussion, in the interest of promoting thorough consideration of any issue before the Board or any of its committees. The Company has historically maintained separate positions of Chairman and Chief Executive Officer. Mr. Perelman, Chairman and Chief Executive Officer of MacAndrews & Forbes, has held the position of Chairman of the Company's Board since June 1998 and Mr. Ennis has held the position of President and Chief Executive Officer of the Company since May 2009. The Chairman provides overall leadership to the Board in its oversight function, while the Chief Executive Officer provides leadership in respect to the day-to-day management and operation of the Company's business. The Board and each of its committees conduct annual self-assessments to review and monitor their respective continued effectiveness. As part of its 2012 self-assessment exercise, the Board determined, among other things, that its size, composition and structure were appropriate. The Company believes that its separation of the Chairman and Chief Executive Officer positions and its overall board leadership structure are appropriate.

Set forth below is a summary of the respective nominees' experience, qualifications (including management experience, education and professional training) and background (including public company board experience and familiarity with the Company, including past service on the Company's Board of Directors), which, among other factors, including as summarized in each individual's biographical information presented above in this Proxy Statement, and as set forth below, support their respective qualifications to continue to serve on the Company's Board of Directors, or in the case of Ms. Cantor, to be elected to the Board of Directors. Without limiting the foregoing

Mr. Bernikow: Mr. Bernikow's accounting experience and financial expertise (including having served for 26 years at D&T and its predecessors), his public-company board and audit committee experience (including at UBS Funds, Casual Male and Mack-Cali) and his familiarity with the Company, as well as his prior service as a Director of the Company, qualify him to continue to serve on the Company's Board.

Ms. Cantor: Ms. Cantor's senior executive experience in the areas of legal, investment and financial management (including currently serving as Partner of Alternative Investment Management and as Chairman of the Board of Trustees of the Virginia Retirement System), her accounting experience and financial expertise, and her significant public company directorship and committee experience (including at Media General, Domino's Pizza and Universal Corporation) qualify her to serve on the Company's Board.

Mr. Dinh: Mr. Dinh's academic experience (including serving as Professor of Law, Georgetown University Law Center), his government experience (including having served as Assistant Attorney

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General for Legal Policy for the U.S. Department of Justice), his business experience (including serving as a partner of Bancroft PLLC, which he founded, and as General Counsel and Corporate Secretary for Strayer Education, Inc.), as well as his public company board experience (including at News Corporation and formerly at each of M & F Worldwide, which ceased to be a public reporting company in December 2011, and The Orchard, Inc.), as well as his prior service as a Director of the Company, qualify him to serve on the Company's Board.

Mr. Ennis: Mr. Ennis' experience as the Company's President and Chief Executive Officer, as well as his prior experience as the Company's Chief Financial Officer, President, Revlon International, and Chief Accounting Officer, and his familiarity with the Company, as well as his prior service as a Director of the Company, qualify him to continue to serve on the Company's Board.

Professor Feldberg: Professor Feldberg's academic experience (including having served for 15 years as Dean of the Columbia Business School), his civic experience (including serving as President of NYC Global Partners), his business experience (including serving as Senior Advisor at Morgan Stanley and as Advisory Director of Welsh, Carson, Anderson & Stowe), as well as his public company board experience (including at Macy's and UBS Funds and formerly at each of PRIMEDIA and Sappi) and his familiarity with the Company, as well as his prior service as a Director of the Company, qualify him to continue to serve on the Company's Board.

Mr. Kennedy: Mr. Kennedy's senior executive, international business and financial experience (including that gained in positions of increasing responsibility at the Company since 2002 (including serving as the Company's Vice Chairman and previously having served as the Company's President and Chief Executive Officer, Chief Financial Officer and President, Revlon International) and in several senior executive management positions at Coca-Cola, and also including his former service as Chief Administrative Officer at Scientific Games), his public company board experience (including formerly at Coca-Cola Amatil), and his familiarity with the Company, as well as his prior service as a Director of the Company, qualify him to continue to serve on the Company's Board.

Ms. Kurzman: Ms. Kurzman's senior executive experience in the areas of talent representation and talent-related brand-to-brand business development strategies (including serving as President of Nexus Management, a talent representation and consulting group which she founded in 2004) and marketing (including serving in senior marketing positions at Epic/Sony Music and Arista Records, respectively), as well as her prior experience as a Director of the Company, qualify her to continue to serve on the Company's Board.

Ms. Lee: Ms. Lee's senior executive experience (including serving in various senior executive roles at BET, including currently serving as its Chairman and Chief Executive Officer), her legal experience (including having practiced as an attorney at the law firm of Steptoe & Johnson and then as General Counsel of BET), her public company board experience (including at Marriott and WGL and formerly at Kodak,) and her familiarity with the Company, as well as her prior service as a Director of the Company, qualify her to continue to serve on the Company's Board.

Ms. Mellon: Ms. Mellon's experience in the fashion industry and marketing of women's retail products (including serving as President of TMellon Enterprises LLC and having served as founder and Chief Creative Officer of Jimmy Choo) and her familiarity with the Company, as well as her prior service as a Director of the Company, qualify her to continue to serve on the Company's Board.

Mr. Perelman: Mr. Perelman's extensive business and financial experience (including managing diverse businesses within the MacAndrews & Forbes group of companies), his public company board experience (including at Scientific Games and at M & F Worldwide, which ceased to be a public reporting company in December 2011) and his knowledge of the Company and his long-standing service as a Director of the Company, together with his being the Company's controlling stockholder, qualify him to continue to serve on the Company's Board, including continuing to serve as the Chairman of the Board.

Mr. Schwartz: Mr. Schwartz's senior executive experience (including serving as Executive Vice Chairman of MacAndrews & Forbes), his legal experience (including having served as General Counsel

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at M & F Worldwide), his public company board experience (including at Scientific Games, Harland Clarke Holdings Corp. and M & F Worldwide, which ceased to be a public reporting company in December 2011) and his familiarity with the Company, as well as his prior service as a Director of the Company, qualify him to continue to serve on the Company's Board.

Ms. Seifert: Ms. Seifert's senior executive experience (including having served as Corporate Executive Vice President - Personal Care at Kimberly-Clark, a major consumer products company), her public company board experience (including at Eli Lilly, Appleton, Paperweight Development and Lexmark and formerly at Supervalu) and her familiarity with the Company, as well as her prior service as a Director of the Company, qualify her to continue to serve on the Company's Board.

Audit Committee

Composition of the Audit Committee

The Audit Committee is comprised of Messrs. Bernikow (Chairman), Bohan and Feldberg and Ms. Seifert, each of whom the Board of Directors has determined satisfies the NYSE's and the SEC's audit committee independence and financial experience requirements. Each of these directors served as a member of the Audit Committee during all of 2012 and each of these directors remained a member of the Audit Committee as of the date of this Proxy Statement.

The Company has determined that Mr. Bernikow qualifies as an audit committee financial expert, under applicable SEC rules. In accordance with applicable NYSE listing standards, the Company's Board of Directors has considered Mr. Bernikow's simultaneous service on the audit committees of more than three public companies, namely the audit committees of the Company, Casual Male, Mack-Cali and the UBS Funds, and has determined that such service does not impair his ability to effectively serve on the Company's Audit Committee as, among other things, Mr. Bernikow is retired and, accordingly, has a flexible schedule and time to commit to service as an Audit Committee and Board member, including on a full-time basis, if necessary; he has significant professional accounting experience and expertise, which renders him highly qualified to effectively and efficiently serve on multiple audit committees; the audit committees of the UBS Funds effectively function as a single, consolidated audit committee; and Mr. Bernikow has served as a member of the Company's Audit Committee since 2003 and his service on the other audit committees noted has not impaired his ability to effectively serve on the Company's Audit Committee during this period.

Audit Committee Charter

The Audit Committee operates under a comprehensive written charter, a printable and current copy of which is available at www.revloninc.com under the heading, Investor Relations (Corporate Governance).

Audit Committee Responsibilities

Pursuant to its charter, the Audit Committee is responsible for assisting the Board of Directors in fulfilling its oversight responsibilities with respect to, among other things, the integrity of the Company's financial statements and disclosures; the Company's compliance with legal and regulatory requirements; the appointment, compensation, retention and oversight of the Company's independent auditors, as well as their qualifications, independence and performance; and the performance of the Company's internal audit functions. The Audit Committee is also responsible for preparing the annual Audit Committee Report, which is required under SEC rules to be included in this Proxy Statement (see Audit Committee Report, below).

Audit Committee Complaint Procedures

The Audit Committee has established procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (b) the

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confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. These complaint procedures are described in the Audit Committee's charter, a printable and current copy of which is available at www.revloninc.com under the heading, Investor Relations (Corporate Governance).

Audit Committee Report

Management represented to the Audit Committee that the Company's audited consolidated financial statements for the fiscal year ended December 31, 2012 were prepared in accordance with generally accepted accounting principles, and the Audit Committee has reviewed and discussed such audited consolidated financial statements with management and KPMG LLP, the Company's independent registered public accounting firm.

The Audit Committee discussed with the Company's independent registered public accounting firm those matters required to be discussed by Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU Section 380), as adopted by the Public Company Accounting Oversight Board (the PCAOB) in Rule 3200T, including information concerning the scope and results of the audit and information relating to KPMG LLP's judgments about the quality, and not just the acceptability, of the Company's accounting principles. These communications and discussions are intended to assist the Audit Committee in overseeing the Company's financial reporting.

The Audit Committee has received the written disclosures and the letter from the Company's independent registered public accounting firm, as required by applicable requirements of the PCAOB regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and the Audit Committee has discussed with the Company's independent registered public accounting firm that firm's independence.

The Audit Committee also reviewed, among other things, the amount of fees paid to the independent registered public accounting firm for audit and permissible non-audit services (see Audit Fees in this Proxy Statement, below). The Audit Committee has satisfied itself that KPMG LLP's provision of audit and non-audit services to the Company is compatible with KPMG LLP's independence.

Based on the Audit Committee's review of and discussions regarding the Company's audited consolidated financial statements and the Company's internal control over financial reporting with management, the Company's internal auditors and the independent registered public accounting firm and the other reviews and discussions with the independent registered public accounting firm referred to in the preceding paragraph, subject to the limitations on the Audit Committee's roles and responsibilities described above and in the Audit Committee charter, the Audit Committee recommended to the Board of Directors that the Company's audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 for filing with the SEC.

Respectfully submitted,

Audit Committee

Alan S. Bernikow, Chairman

Paul J. Bohan

Meyer Feldberg

Kathi P. Seifert

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Compensation Committee

Composition of the Compensation Committee

The Compensation Committee is comprised of Messrs. Bernikow (Chairman), Santagati and Schwartz and Ms. Seifert. Each of these directors served as a member of the Compensation Committee during all of 2012 and each of these directors remained a member of the Compensation Committee as of the date of this Proxy Statement.

Compensation Committee Charter

The Compensation Committee operates under a comprehensive written charter, a printable and current copy of which is available at www.revloninc.com under the heading, Investor Relations (Corporate Governance).

Compensation Committee's Responsibilities

Pursuant to its charter, the Compensation Committee reviews and approves corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the CEO), evaluates the CEO's performance in light of those goals and objectives and determines, either as a committee or together with the Board of Directors, the CEO's compensation level based on such evaluation. The Compensation Committee also reviews and approves compensation and incentive arrangements for the Company's executive officers and such other employees of the Company as the Compensation Committee may determine to be necessary or desirable from time to time. The Compensation Committee also reviews and approves awards pursuant to the Third Amended and Restated Revlon, Inc. Stock Plan (the Stock Plan) and the Revlon Executive Incentive Compensation Plan (the Incentive Compensation Plan) and administers such plans. The Company did not implement any equity award program for 2012.

The Compensation Committee is also responsible for reviewing and discussing with the Company's appropriate officers the Compensation Discussion and Analysis required by the SEC's rules and, based on such review and discussion, (i) determining whether to recommend to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's annual report on Form 10-K or in the annual proxy statement (and incorporated by reference into the annual report on Form 10-K) and (ii) producing the annual Compensation Committee Report and approving its inclusion in the Company's annual report on Form 10-K or in the annual proxy statement. The Compensation Committee also considers any potential conflicts of interest with its outside compensation advisor, and determined that there are none.

Compensation Committee's Delegation of Authority

Pursuant to the terms of the Incentive Compensation Plan, the Compensation Committee may delegate to an administrator (who must be an employee or officer of the Company) the power and authority to administer the Incentive Compensation Plan for the Company's employees, other than its Chief Executive Officer and certain other officers who constitute covered employees as defined in Treasury Regulation §1.162-27(c)(2) (Section 162(m) Officers). Section 157(c) of the Delaware General Corporation Law (the DGCL) provides that the Company's Board of Directors (or the Compensation Committee acting on behalf of the Board) may delegate authority to any officer of the Company to designate grantees of equity awards under the Stock Plan other than himself or herself and to determine the number of such equity awards to be issued. The Compensation Committee did not delegate any such authority for 2012.

Role of Officers and Consultants in the Compensation Committee's Deliberations

For a discussion of the role of the Company's executive officers and compensation consultants in recommending the amount or form of executive and director compensation, and the consideration of any possible conflicts of interest with the Compensation Committee's outside compensation advisor, see Compensation Discussion and Analysis Role of the Compensation Committee.

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Compensation Committee Interlocks and Insider Participation

The Compensation Committee does not have any interlocks or insider participation requiring disclosure under the SEC's executive compensation rules.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis set forth below in this Proxy Statement with the Company's appropriate officers. Based on such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement, as well as in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, including by incorporation by reference to this 2013 Proxy Statement.

Respectfully submitted,

Compensation Committee

Alan S. Bernikow, Chairman

Richard J. Santagati

Barry F. Schwartz

Kathi P. Seifert

Nominating and Corporate Governance Committee

Composition of the Governance Committee

The Governance Committee is comprised of Messrs. Feldberg (Chairman), Bohan, Dinh and Santagati and Ms. Lee. Each of these Directors served as a member of the Governance Committee during all of 2012 (other than Mr. Dinh, who served on such committee from and after his appointment in June 2012, upon his election to the Board at the 2012 Annual Stockholders' Meeting) and each of these Directors remained a member of the Governance Committee as of the date of this Proxy Statement.

Governance Committee Charter

The Governance Committee operates under a comprehensive written charter, a printable and current copy of which is available at www.revloninc.com under the heading, Investor Relations (Corporate Governance).

Governance Committee Responsibilities

Pursuant to its charter, the functions of the Governance Committee include, among other things: identifying individuals qualified to become Board members; selecting or recommending to the Board proposed nominees for Board membership; recommending directors to the Board to serve on the Board's standing committees; overseeing the evaluation of the Board's performance; evaluating the CEO's and senior management's performance; overseeing the Revlon, Inc. Related Party Transaction Policy; overseeing the Company's processes for succession planning for the CEO and other senior management positions; and periodically reviewing the Board's Corporate Governance Guidelines and Board Guidelines for Assessing Director Independence and recommending changes, if any, to the Board.

Director Nominating Processes; Diversity

The Governance Committee identifies individuals qualified to become members of the Board when any vacancy occurs by reason of disqualification, resignation, retirement, death or an increase in the size of the Board, and selects or recommends that the Board select director nominees for each annual meeting of stockholders and director nominees to fill vacancies on the Board that may occur between annual meetings of stockholders.

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In evaluating director nominees, the Governance Committee is guided by, among other things, the principles for Board membership expressed in the Company's Corporate Governance Guidelines, which are available at www.revloninc.com under the heading, Investor Relations (Corporate Governance). The Governance Committee, in identifying and considering candidates for nomination to the Board, considers, in addition to the requirements set out in the Company's Corporate Governance Guidelines and the Governance Committee's charter, the quality of the candidate's experience, the Company's needs and the range of talent and experience represented on the Board. In its assessment of each potential candidate, the Governance Committee will consider the nominee's reputation, judgment, accomplishments in present and prior positions, independence, knowledge and experience that may be relevant to the Company, and such other factors as the Governance Committee determines to be pertinent in light of the Board's needs over time, including, without limitation, education, diversity, race, gender and other individual qualities and attributes that are expected to contribute to the Board having an appropriate mix of viewpoints. The Governance Committee identifies potential nominees from various sources, such as officers, directors and stockholders, and from time to time retains the services of third party consultants to assist it in identifying and evaluating director nominees.

Stockholder Process for Submitting Director Nominees

The Governance Committee will also consider director candidates recommended by stockholders. The process the Governance Committee follows to evaluate candidates submitted by stockholders does not differ from the process it follows for evaluating other director nominees. The Governance Committee may also take into consideration the number of shares held by the recommending stockholder, the length of time that such shares have been held and the number of candidates submitted by each stockholder or group of stockholders over the course of time. Stockholders desiring to submit director candidates must submit their recommendation in writing (certified mail - return receipt requested) to the Company's Secretary, at Revlon, Inc., 237 Park Avenue, 14th Floor, New York, NY 10017, attention: Michael T. Sheehan.

The Governance Committee will accept recommendations for director candidates throughout the year; however, in order for a recommended director candidate to be considered by the Governance Committee for nomination to stand for election at an upcoming annual meeting of stockholders, the recommendation must be received by the Company, as set forth above, not less than 120 days prior to the anniversary date of the date of the Company's most recent proxy statement, which, for recommendations for the Company's 2013 Annual Meeting, was December 25, 2012. No such recommendations were received for the 2013 Annual Meeting. To have a candidate considered by the Governance Committee, a stockholder must, subject to further requests for information from the Governance Committee, initially provide the following information:

the stockholder's name and address, evidence of such stockholder's ownership of the Company's Voting Capital Stock, including the number of shares owned and the length of time of ownership, and a statement as to the number of director candidates such stockholder has submitted to the Governance Committee during the period that such stockholder has owned shares of the Company's Voting Capital Stock, including the names of any candidates previously submitted by such stockholder;

the name of the candidate;

the candidate's resume or a listing of his or her qualifications to be a director of the Company;

any other information regarding the candidate that would be required to be disclosed in a proxy statement filed with the SEC if the candidate were nominated for election to the Board; and

the candidate's consent to be named as a director, if selected by the Governance Committee and nominated by the Board.

Stockholder-Director Communications

The Board of Directors has established a process to receive communications from stockholders and other interested parties. Any stockholder or other interested party desiring to communicate with the Board or individual

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directors (including, without limitation, the non-management directors) regarding the Company may contact either the Board or such director by sending such communication to the attention of the Board or such director, in each case in care of the Company's Secretary, who is responsible to ensure that all such communications are promptly provided to the Board or such director. Any such communication may be sent by: (i) emailing it to Michael T. Sheehan, Senior Vice President, Deputy General Counsel and Secretary, at michael.sheehan@revlon.com; or (ii) mailing it to Revlon, Inc., 237 Park Avenue, 14th Floor, New York, NY, 10017, attention: Michael T. Sheehan. Communications that consist of stockholder proposals must instead follow the procedures set forth under General Rules Applicable to Stockholder Proposals in this Proxy Statement, below, and, in the case of recommendations of director candidates, Nominating and Corporate Governance Committee Stockholder Process for Submitting Director Nominees, in this Proxy Statement, above.

Non-Management Executive Sessions

The Company's Corporate Governance Guidelines provide that the Company's Board of Directors will regularly meet in executive session without any member of the Company's management being present and that the Company's independent directors will also meet in at least one non-management executive session per year attended only by independent directors. The non-management directors and independent directors meeting may be a single combined meeting, if the non-management directors are comprised entirely of independent directors. A non-management director will preside over each non-management executive session of the Board, and an independent director will preside over each independent executive session of the Board, although the same director is not required to preside at all such non-management or independent executive sessions. The presiding director at such non-management and independent executive sessions of the Board is determined in accordance with the applicable provisions of the Company's By-laws, such that the Chairman of the Board of Directors or, in his absence (as is the case with independent executive sessions), a director chosen by a majority of the directors present will preside at such meetings. The Board of Directors met in at least one executive session, attended by only independent directors (all of whom constituted non-management directors), during 2012.

Table of Contents**EXECUTIVE OFFICERS**

The following table sets forth each of the executive officers of the Company as of December 31, 2012, and their respective current positions with the Company as of the date hereof (each of whom constitutes a Named Executive Officer under this Proxy Statement):

Name	Position
Alan T. Ennis	President and Chief Executive Officer
Steven Berns	Executive Vice President and Chief Financial Officer
Chris Elshaw	Executive Vice President and Chief Operating Officer
David L. Kennedy	Vice Chairman
Robert K. Kretzman	Executive Vice President and Chief Administrative Officer

The following sets forth the age (as of December 31, 2012), positions held with the Company and selected biographical information for the Company's executive officers whose biographical information is not otherwise included in this Proxy Statement, above, with the Company's Directors:

Mr. Berns (48) has served as the Company's and Products Corporation's Executive Vice President and Chief Financial Officer since May 2009. Mr. Berns formerly served as the Company's and Products Corporation's Treasurer from May 2009 to February 2010. Mr. Berns previously served as Chief Financial Officer of Tradeweb, LLC from November 2007 to May 2009. From November 2005 until July 2007, Mr. Berns served as President, Chief Financial Officer and Director of MDC Partners Inc. From September 2004 to November 2005, Mr. Berns served as Vice Chairman and Executive Vice President of MDC Partners. Prior to that, Mr. Berns was the Senior Vice President and Treasurer of The Interpublic Group of Companies, Inc. from August 1999 until September 2004. Before that, Mr. Berns held a variety of positions in finance with the Company from April 1992 until August 1999, becoming Senior Vice President and Treasurer in 1996, after having served as the Company's Vice President, Corporate Finance, Investor Relations. Prior to joining the Company in 1992, Mr. Berns worked at Paramount Communications Inc. and at a predecessor public accounting firm of D&T. Mr. Berns has served as a Director of Shutterstock, Inc. since March 2012 and he currently serves as chairman of that company's audit committee and as a member of its compensation committee. Mr. Berns served as a Director and member of the audit and compensation committees for LivePerson, Inc. from April 2002 until June 2011. Mr. Berns is a Certified Public Accountant.

Mr. Elshaw (52) has served as the Company's and Products Corporation's Executive Vice President and Chief Operating Officer since May 2009. Mr. Elshaw previously served as the Company's Executive Vice President and General Manager, U.S. Region, from October 2007 until May 2009. From July 2002 until September 2007, Mr. Elshaw held several leadership roles within Revlon International, including Senior Vice President and Managing Director, Europe, Middle East and Canada from May 2006 to October 2007; Managing Director of Europe and the Middle East from December 2003 to May 2006; General Manager of the U.K., Ireland and European Distributor Markets from February 2003 to December 2003; and General Manager of the U.K. and Ireland from July 2002 to February 2003. Prior to joining the Company, Mr. Elshaw held several senior management sales and marketing positions at Bristol-Myers Squibb (Clairol Division) from 1996 until 2002, including serving as General Manager of the U.K. and Ireland from 2000 until 2002. From 1983 to 1995, Mr. Elshaw served in various European senior sales and marketing positions at Alberto Culver. Mr. Elshaw is a board member of the Personal Care Products Council, a cosmetic and personal care products industry association.

Mr. Kretzman (61) has served as the Company's and Products Corporation's Executive Vice President and Chief Administrative Officer since November 2010. Formerly, he served as the Company's and Products Corporation's General Counsel from January 2000 to March 2011 and Chief Legal Officer from December 2003 to November 2010, and also as the Company's and Products Corporation's Executive Vice President, Human Resources from October 2006 to November 2010. Mr. Kretzman formerly served as the Company's and Products

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Corporation's Secretary from September 1992 to June 2009. Mr. Kretzman served as the Company's and Products Corporation's Senior Vice President and General Counsel from January 2000 until December 2003. Prior to becoming General Counsel, Mr. Kretzman served as Senior Vice President and Deputy General Counsel from March 1998 to January 2000, as Vice President and Deputy General Counsel from January 1997 to March 1998, and as Vice President, Law from September 1992 to January 1997. Mr. Kretzman joined the Company in 1988 as Senior Counsel responsible for mergers and acquisitions. Mr. Kretzman also served as the Company's Corporate Compliance Officer from January 2000 through March 2012.

RISK MANAGEMENT

Relationship of Compensation Practices to Risk Management

The Company has reviewed and considered all of its compensation plans and practices and does not believe that its compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.

Risk Oversight

The Company's senior management is responsible for identifying and managing risks to the Company's business and the Board's Audit Committee is responsible for reviewing and discussing that process with management. In accordance with applicable NYSE rules for listed issuers, the Audit Committee maintains an Audit Committee charter that addresses the duties and responsibilities of the Audit Committee, including the requirement that such committee discuss the Company's guidelines, policies and processes with respect to risk assessment and risk management. As part of the Company's enterprise risk management function, management identifies internal and external risk factors, monitors identified risks and takes appropriate action to mitigate such identified risks. Specifically, the Company's internal audit group, with input from the Company's senior management, leads a comprehensive enterprise risk assessment annually using an established risk management framework. This process identifies and characterizes risks based on the possible impact to the Company's business and likelihood of occurrence. The Company's management puts in place appropriate plans to mitigate the risks identified. The risk assessment is also taken into account in the formulation of the internal audit plan for the ensuing year. The Audit Committee reviews and discusses the Company's risk assessment and risk management guidelines, policies and processes at least annually. Further, the Board reviews the Company's business plan and receives regular business and financial updates, including progress against the Company's business plan, at Board meetings, enabling the Board to understand, and remain updated regarding, the business risks faced by the Company and the Company's management of those risks.

COMPENSATION DISCUSSION AND ANALYSIS

Set forth below is a discussion and analysis of all material elements of the Company's compensation of its Named Executive Officers, including: (i) the objectives of the Company's compensation program; (ii) what the compensation program is designed to reward; (iii) each element of compensation; (iv) why the Company chooses to pay each element; (v) how the Company determines the amount (and, where applicable, the formula) for each element to pay; (vi) how each compensation element and the Company's decisions regarding that element fit into the Company's overall compensation objectives and may affect decisions regarding other elements of compensation; and (vii) whether and, if so, how the Company has considered the results of the most recent stockholder advisory vote on executive compensation in determining its compensation policies and decisions.

Overview of 2012 Compensation Events

A summary of the key actions which the Company took in respect to its 2012 compensation programs follows:

For 2012, the Company's incentive compensation programs were comprised of an annual cash bonus program (the 2012 Annual Bonus Program) and a long-term cash incentive compensation (LTIP)

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program (the 2012 LTIP; and, together with the 2012 Annual Bonus Program, referred to herein collectively as the 2012 Incentive Compensation Programs), each of which was approved by the Compensation Committee and is governed by the terms of the Incentive Compensation Plan.

The Company's corporate performance targets under the 2012 Incentive Compensation Programs were the Company's achievement of two equally-weighted performance targets, namely, \$290.2 million of Adjusted EBITDA for 2012 (the 2012 EBITDA Performance Target¹) and \$71.7 million of Free Cash Flow for 2012 (the 2012 Free Cash Flow Performance Target²), in each case measured after all incentive compensation accruals (collectively, the 2012 Performance Targets).

Based on the Company's 2012 financial results, in February 2013, the Compensation Committee determined that the Company had achieved 99.5% of its 2012 EBITDA Performance Target and 124.6% of its 2012 Free Cash Flow Performance Target, after all accruals for incentive compensation actually paid at the funding level authorized below, and after adjusting, pursuant to its authority under and in accordance with the terms of the Incentive Compensation Plan, for the impact of certain extraordinary items which were not included in the Company's budget when such targets were established (including, without limitation, certain restructuring charges, costs incurred in connection with resolving certain litigation, increased insurance premiums, receipt of insurance proceeds relating to the June 2011 fire at the Company's Venezuela operating facility and results of the Company's acquisition of certain assets from Bari Cosmetics, Ltd. in July 2012). Taking into account the Company's 2012 Adjusted EBITDA and free cash flow performance, the fact that there were certain extraordinary and unbudgeted items for which adjustments were made, as noted above, and recognizing that, while the Company's net sales increased by 4.8% (excluding the impact of foreign currency) from the prior year, the Company's net sales performance fell slightly short of the Company's 2012 budget for such item, the Compensation Committee determined, upon management's recommendation, to fund the 2012 Incentive Compensation Programs at 105%.

In March 2013, the Company paid annual cash bonuses under the 2012 Annual Bonus Program to eligible employees, including its Named Executive Officers, based upon the Compensation Committee's certification of the extent of the Company's achievement of its performance targets under such program, individual performance ratings and the degree of achievement by bonus program participants of their individual performance objectives for 2012, subject to the terms of such program.

As has been the case since 2009, the Company does not have an equity award program. In lieu of equity awards, commencing in 2010, the Compensation Committee implemented an LTIP program, and it approved the 2012 LTIP under the Incentive Compensation Plan. In March 2013, the Company paid one-third of the LTIP award earned under its 2012 LTIP to eligible employees, including its Named Executive Officers, based upon the Compensation Committee's certification of the extent of achievement of the performance targets under the 2012 LTIP and the 3-year payout terms of such program authorized by the

¹ Adjusted EBITDA is a non-GAAP financial measure which the Company defines as income from continuing operations before interest, taxes, depreciation, amortization, gains/losses on foreign currency fluctuations, gains/losses on the early extinguishment of debt and miscellaneous expenses. In calculating Adjusted EBITDA, the Company excludes the effects of gains/losses on foreign currency fluctuations, gains/losses on the early extinguishment of debt, results of and gains/losses on discontinued operations and miscellaneous expenses because the Company's management believes that some of these items may not occur in certain periods, the amounts recognized can vary significantly from period to period and these items do not facilitate an understanding of the Company's operating performance.

² Free Cash Flow is a non-GAAP measure which the Company defines as net cash provided by operating activities, less capital expenditures for property, plant and equipment, plus proceeds from the sale of certain assets. Free Cash Flow excludes proceeds on sale of discontinued operations. Free Cash Flow does not represent the residual cash flow available for discretionary expenditures, as it excludes certain expenditures such as mandatory debt service requirements, which for the Company are significant.

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Compensation Committee. The remaining two-thirds of the 2012 LTIP award will be paid out in equal one-third amounts in March 2014 and 2015, provided the grantee remains employed with the Company on the respective payout dates.

The Company provided merit salary increases in March 2012.

At the Company's 2011 Annual Stockholders Meeting, approximately 99% of the stockholders who voted on the say-on-pay proposal approved the compensation of the Company's Named Executive Officers, which the Company has considered in determining its compensation policies and decisions and which vote the Company believes provides an endorsement of the Company's compensation philosophy, processes and practices, which have not varied in any meaningful way since such vote.

Objectives of the Company's Compensation Program and What it is Designed to Reward

The Company's philosophy is to provide compensation programs that are reasonably designed to satisfy the following objectives:

to pay for performance (by basing salary increases upon individual performance and basing incentive compensation payouts upon the achievement of corporate and individual performance targets and objectives);

to align the interests of management and employees with corporate performance and shareholder interests, by rewarding performance that is directly linked to achieving the Company's business plan and strategic goals; and

to retain, attract and motivate exceptional performers and key contributors with the skills and experience necessary for the Company to achieve its business plan and strategic goals, which requires that the Company's compensation programs be competitive with the compensation practices of other companies, as discussed in further detail below.

Each Element of Compensation and Why the Company Chooses to Pay It

In order to achieve the objectives discussed above, the Company maintains a simple compensation program which consists principally of:

(i) base salary;

(ii) eligibility for performance-based, annual cash bonuses under the Incentive Compensation Plan, contingent upon the Company achieving specific performance targets and participants achieving individual performance objectives, with exact bonus payouts based upon the extent of achievement by participants of their respective individual performance objectives (as noted below, under the 2012 Annual Bonus Program, depending on the assessment of individual performance, participants could receive between 25% and 150% of their target award, to enable comparatively higher-performing employees to be rewarded, as long as the overall compensation budget was not exceeded); and

(iii) eligibility for performance-based, long-term incentive compensation under the Incentive Compensation Plan, contingent upon the Company achieving specific performance targets and participants achieving target performance objectives (the above-described elements of compensation, namely, base salary, annual performance-based cash bonus and performance-based long-term incentive compensation are referred to, collectively, in this Proxy Statement, as total compensation, unless otherwise noted).

Prior to 2009, the Company's long-term incentive compensation had been comprised of annual equity grants (principally, restricted stock and/or stock options) under the Company's Stock Plan. Since 2009 the Company has not implemented an annual equity award program under its Stock Plan. As of December 31, 2012, none of the Named Executive Officers other than Mr. Kennedy held any outstanding stock options (Mr. Kennedy's

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remaining stock options expired on April 22, 2013). Based on the \$14.50 NYSE closing price of the Company's Class A Common Stock on December 31, 2012, all of Mr. Kennedy's now-expired stock options were out-of-the-money on such date, as the \$30.60 per share exercise price of his stock options exceeded the NYSE closing price at year end.

To enable the Company to maintain total compensation at competitive levels, in 2012 the Company granted LTIP awards under its Incentive Compensation Plan as it has done since 2010.

A history of the Company's annual cash bonus and LTIP accruals, expressed as a percentage of target, is provided below, reflecting the Company's improved financial performance over the period:

Incentive Compensation Program:	2008	2009	2010	2011	2012
Annual Cash Bonus	75%	50%	100%	98%	105%
LTIP			100%	98%	105%

Setting Pay; Market References

The Company's Human Resources department and the Compensation Committee, with input from the Compensation Committee's outside compensation consultant, consider the compensation of the Named Executive Officers in order to reward and retain the Company's high-performing executives and incent them to maximize their performance in furtherance of the execution of the Company's business plan.

As part of its assessment of the compensation of the Named Executive Officers, the Company also compares each Named Executive Officer's total compensation to the total compensation for executives at comparison group companies, both within and outside of the consumer products industry. The Company seeks to design its total compensation opportunity to be competitive with these comparison group companies, as the Company believes that the market for certain executive talent is broader than the consumer products field. When reviewing and setting Named Executive Officer compensation for 2012, the Company compared the total compensation of its executive officers to market compensation data for certain groups of companies in Towers Watson's U.S. compensation data banks for similarly situated executives (sometimes referred to herein as "competitive benchmark norms" or "competitive benchmarks," with such companies being referred to herein as the "Comparison Group"). The Comparison Group for 2012 consisted of the companies listed on [Annex A](#).

Total Compensation

For 2012, the Named Executive Officers' total compensation, compared against the 50th and the 75th percentiles of total compensation in the relevant Comparison Group, was as follows: (i) Mr. Ennis was below both the 50th and the 75th percentiles; (ii) Mr. Berns was at approximately the 50th percentile and was below the 75th percentile; (iii) Mr. Elshaw was above the 50th percentile and below the 75th percentile; and (iv) Mr. Kretzman was above both the 50th and the 75th percentiles. Given the nature of Mr. Kennedy's role at the Company, which is not a full-time position, there is very limited comparable data available for 2012.

Base Salary

Base salary adjustments are considered annually and may be based on individual performance, assumption of new responsibilities, competitive data from the Comparison Group, employee retention efforts and the Company's overall compensation guidelines and annual salary budget guidelines. Higher annual increases may be made to higher performers and key contributors, provided that the overall increases are within budgeted guidelines.

Incentive Compensation; Generally

Each year, the Compensation Committee reviews and establishes the corporate performance targets for the Company's incentive compensation programs, which are intended to have the effect of fostering shareholder

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value creation, to ensure that the program design appropriately motivates executives to achieve the Company's financial and operational performance goals, which are designed to be challenging and linked directly to the Company's business plan. As more fully described below, the components of the Company's 2012 Incentive Compensation Programs were a cash bonus under the 2012 Annual Bonus Program, payable in March 2013, to the extent performance targets were achieved, and a cash LTIP award under the 2012 LTIP, payable in three equal annual installments beginning in March 2013, to the extent performance targets were achieved.

Payouts under the 2012 Incentive Compensation Programs were contingent upon the achievement of identified corporate performance targets and, for the individual, receipt of a performance rating of target or higher under the Company's 2012 Performance Management Review process. Additionally, the exact payout to a participant under the 2012 Annual Bonus Program was based upon such individual's degree of achievement of his or her own individual performance objectives.

The 2012 Incentive Compensation Programs featured a payout curve, to account for the extent to which the Company achieved the Company's 2012 Performance Targets.

Under the 2012 Annual Bonus Program, depending on the assessment of individual performance, participants could receive between 25% and 150% of their target award as long as the overall compensation budget was not exceeded.

The Company's President and Chief Executive Officer and its Executive Vice President and Chief Administrative Officer develop, for review and approval by the Compensation Committee, the objectives against which each Named Executive Officer's performance is assessed. The Company's President and Chief Executive Officer in conjunction with the Executive Vice President and Chief Administrative Officer and the Company's Vice Chairman, develop, for review and approval by the Compensation Committee, the CEO's objectives to support and drive the execution of the Company's business strategy. These objectives are derived from the Company's business plan and/or long-range plan and are established by the Compensation Committee at the start of the performance period and then reviewed after the end of the performance period to assess and certify the extent to which they have been achieved.

For 2012, the Named Executive Officers' objectives included both quantitative financial measures and strategic and operational objectives linked directly to achieving the Company's business strategy. When assessing the Named Executive Officers' 2012 performance, in February 2013 the Compensation Committee reviewed and analyzed detailed and comprehensive documentary support for each Named Executive Officer's accomplishments against his respective 2012 performance objectives, including the following (after adjustments for certain unbudgeted and extraordinary items, as previously noted):

Mr. Ennis - President and Chief Executive Officer:

the Company's degree of achievement of its 2012 EBITDA Performance Target, on which 25% of Mr. Ennis' target award was based, and the Company's degree of achievement of its 2012 Free Cash Flow Performance Target, on which 25% of Mr. Ennis' target award was based;

the Company's achievement of a 4.8% increase in net sales (excluding the impact of foreign currency), on which 20% of Mr. Ennis' target award was based;

the continued development of the Company's integrated business planning process and global portfolio planning process and the achievement of inventory management objectives, on which 10% of Mr. Ennis' target award was based;

the continued improvement of the Company's organizational capabilities through recruitment, succession planning and development planning, and the continued improvement in the execution of the Company's performance management process, on which 10% of Mr. Ennis' target award was based; and

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the development of a 3-year strategic plan, the execution of identified global growth initiatives, the continued evaluation of acquisition opportunities to complement the Company's portfolio (including, without limitation, the Company's consummation of the acquisition of the Pure Ice color cosmetics business in July 2012), the achievement of cost saving opportunities, including the Company's restructuring announced on September 5, 2012, and the establishment of orderly succession for certain management responsibilities, on which 10% of Mr. Ennis' target award was based.

Mr. Berns - Executive Vice President and Chief Financial Officer:

the Company's degree of achievement of its 2012 EBITDA Performance Target, on which 25% of Mr. Berns' target award was based, and the Company's degree of achievement of its 2012 Free Cash Flow Performance Target, on which 25% of Mr. Berns' target award was based;

the Company's achievement of a 4.8% increase in net sales (excluding the impact of foreign currency), on which 20% of Mr. Berns' target award was based;

the continued development of the Company's integrated business planning process and global portfolio planning process and the achievement of inventory management objectives, on which 10% of Mr. Berns' target award was based;

the continued improvement of the Company's organizational capabilities through recruitment, succession planning and development planning, and the continued improvement in the execution of the Company's performance management process, on which 10% of Mr. Berns' target award was based; and

the achievement of key functional objectives within the Finance area, including the development of a 3-year strategic plan; the continued evaluation of acquisition opportunities to complement the Company's portfolio (including, without limitation, the Company's consummation of the acquisition of the Pure Ice color cosmetics business in July 2012); the achievement of cost saving opportunities, including the restructuring announced on September 5, 2012; continued improvements within the information management function to enable a more efficient and effective business application environment; and continued improvements in the Company's financial closing process, on which 10% of Mr. Berns' target award was based.

Mr. Elshaw - Executive Vice President and Chief Operating Officer:

the Company's degree of achievement of its 2012 EBITDA Performance Target, on which 25% of Mr. Elshaw's target award was based, and the Company's degree of achievement of its 2012 Free Cash Flow Performance Target, on which 25% of Mr. Elshaw's target award was based;

the Company's achievement of a 4.8% increase in net sales (excluding the impact of foreign currency), on which 20% of Mr. Elshaw's target award was based;

the continued development of the Company's integrated business planning process and global portfolio planning process and the achievement of inventory management objectives, on which 10% of Mr. Elshaw's target award was based;

the continued improvement of the Company's organizational capabilities through recruitment, succession planning and development planning, and the continued improvement in the execution of the Company's performance management process, on which 10% of Mr. Elshaw's target award was based; and

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the development of a 3-year strategic plan, the execution of identified global growth initiatives, the continued evaluation of acquisition opportunities to complement the Company's portfolio (including, without limitation, the Company's consummation of the acquisition of the Pure Ice color cosmetics business in July 2012), and the achievement of cost saving opportunities, including the Company's restructuring announced on September 5, 2012, on which 10% of Mr. Elshaw's target award was based.

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Mr. Kennedy Vice Chairman:

the Company's degree of achievement of its 2012 EBITDA Performance Target, on which 50% of Mr. Kennedy's target award was based, and the Company's degree of achievement of its 2012 Free Cash Flow Performance Target, on which 50% of Mr. Kennedy's target award was based.

Mr. Kretzman Executive Vice President and Chief Administrative Officer:

the Company's degree of achievement of its 2012 EBITDA Performance Target, on which 25% of Mr. Kretzman's target award was based, and the Company's degree of achievement of its 2012 Free Cash Flow Performance Target, on which 25% of Mr. Kretzman's target award was based;

the Company's achievement of a 4.8% increase in net sales (excluding the impact of foreign currency), on which 20% of Mr. Kretzman's target award was based;

the continued development of the Company's integrated business planning process and global portfolio planning process and the achievement of inventory management objectives, on which 10% of Mr. Kretzman's target award was based;

the continued improvement of the Company's organizational capabilities through recruitment, succession planning and development planning, and the continued improvement in the execution of the Company's performance management process, on which 10% of Mr. Kretzman's target award was based; and

the achievement of key functional objectives within the Human Resource, Real Estate and Facilities Management and Security functions, including the provision of comprehensive support in all aspects of the Company's business strategy; recruitment of key senior executives globally; implementing cost savings in the Company's healthcare programs; the achievement of cost saving opportunities, including the restructuring announced on September 5, 2012; negotiating real estate and facility cost savings; the development and preparation of succession plans; and the continued evaluation of acquisition opportunities to complement the Company's portfolio (including, without limitation, the Company's consummation of the acquisition of the Pure Ice color cosmetics business in July 2012), on which 10% of Mr. Kretzman's target award was based.

As noted above, based on the extent of the Company's achievement of its 2012 Performance Targets, in February 2013, the Compensation Committee, applying the formulae set forth in, and pursuant to the terms and conditions of, the 2012 Incentive Compensation Programs, determined that such programs would be funded at 105%. Additionally, in February 2013, based upon a comprehensive review of each Named Executive Officer's 2012 performance, the Compensation Committee determined that target performance or better had been achieved by each Named Executive Officer and also determined the extent to which the Named Executive Officers had achieved and in certain cases exceeded their respective individual performance objectives (including objectives for 2012 established in compliance with Section 162(m)). Based upon the foregoing determinations, bonuses and LTIP payouts were earned by each of the Named Executive Officers in respect of 2012 (see the Summary Compensation Table, below).

The Company's confidentiality and non-competition agreement (which all employees, including the Named Executive Officers, are required to execute), Stock Plan and Incentive Compensation Plan condition each employee's eligibility for benefits (including 2012 LTIP awards and 2012 annual cash bonuses) upon compliance with confidentiality, non-competition and non-solicitation obligations.

Incentive Compensation; Annual Cash Bonus

Approximately 430 employees, including the Named Executive Officers, were eligible to participate in the 2012 Annual Bonus Program. As noted above, the performance objectives for all employees in the 2012 Annual Bonus Program included the Company's achievement of two equally-weighted performance targets (namely, its 2012 EBITDA Performance Target and its 2012 Free Cash Flow Performance Target).
Receipt of a bonus award

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was further conditioned upon the participant's achievement of a performance rating of target or higher under the Company's 2012 Performance Management Review process, with the exact payout amount being subject to the degree of achievement of individual performance objectives linked directly to executing the Company's 2012 business plan. As approved by the Compensation Committee, under the 2012 Annual Bonus Program, management (or, in the case of the Named Executive Officers, the Compensation Committee) had discretion to award between 25% and 150% of the target bonuses as long as the Company's overall compensation budget was not exceeded.

Per the terms of their respective employment agreements, for 2012, each of Messrs. Ennis and Kennedy was eligible for a target bonus of 100% of his respective base salary, and each of Messrs. Berns, Elshaw and Kretzman was eligible for a target bonus of 75% of his respective base salary.

As discussed above, under Compensation Discussion and Analysis Overview of 2012 Compensation Events, the Compensation Committee, applying the formula set forth in, and pursuant to the terms and conditions of, the 2012 Annual Bonus Program, determined to fund such program at 105%, and, based upon its determinations as to the Named Executive Officers' respective performance ratings and the degree of achievement of their respective performance objectives, awarded Messrs. Ennis, Berns, Elshaw, Kennedy and Kretzman 105%, 102%, 102%, 105% and 105%, respectively, of their target bonuses for 2012.

The Summary Compensation Table, below, reflects the bonus award amounts that were earned for 2012 by the Named Executive Officers under the 2012 Annual Bonus Program.

Incentive Compensation; Long-Term Compensation

The third principal component of total compensation for the Company's key employees is long-term incentive compensation awards. Prior to 2009, this had taken the form of an annual grant of equity awards, usually in the form of restricted stock and/or stock options, under the Stock Plan.

Since 2009, the Company has not implemented an annual equity award program under its Stock Plan as a component of long-term compensation. To enable the Company to maintain a competitive total compensation opportunity, the Company adopted a cash LTIP component under its Incentive Compensation Plan, effective from and after 2010. 2012 was the third year that the Company granted LTIP awards.

Approximately 60 senior employees, including the Named Executive Officers, were eligible to participate in the 2012 LTIP. Funding of the 2012 LTIP was based on the Company's degree of achievement of two equally-weighted performance targets (namely, its 2012 EBITDA Performance Target and its 2012 Free Cash Flow Performance Target, as more fully described above).

Awards under the 2012 LTIP were structured as flat dollar amounts, tiered to levels of responsibility within the organization, and were approved by the Compensation Committee in December 2011. Once earned, based upon the degree of achievement of the Company's 2012 Performance Targets, the award amount would be paid out in equal one-third amounts in March 2013, March 2014 and March 2015, provided the participant received a target or better performance rating under the Company's Performance Management Review process for 2012 and remains employed with the Company on the applicable payment date. By deferring payments over three years for the 2012 performance period, the program's structure is intended to have a retentive effect on the key personnel expected to implement the Company's business plan and/or long-range plan.

In accordance with the Incentive Compensation Plan, as discussed above, under Compensation Discussion and Analysis Overview of 2012 Compensation Events, the Compensation Committee determined to fund such program at 105% and, based upon the Compensation Committee's determination as to each of the Named Executive Officers' performance of their individual performance objectives at least at target during 2012, LTIP awards were earned by each of the Named Executive Officers in respect of 2012 in corresponding amounts as prescribed by the terms of the 2012 LTIP.

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The Summary Compensation Table, below, reflects the 2012 LTIP awards that were earned for 2012 by the eligible Named Executive Officers under the 2012 LTIP, at their full, 3-year payout values, respectively.

Other Compensation and Benefit Programs

The Company also maintains standard benefits that are consistent with those offered by other major corporations and which are generally available to all of the Company's full-time employees (subject to meeting basic eligibility requirements). These plans include medical, dental, vision and life insurance coverages that are available to all U.S.-based, non-union employees.

The Company also maintains a limited number of benefit programs that are available to the Named Executive Officers and other senior employees qualifying for eligibility based on salary grade level. These benefits and perquisites include an automobile allowance or use of a Company automobile and limited reimbursement of certain costs for financial counseling, tax preparation and life insurance premiums. These types of benefits are commonly made available to senior executives at other major corporations and assist the Company in retaining and attracting key talent.

How the Company Determines the Amount (and, Where Applicable, the Formula) for Each Element of Compensation to Pay and How Each Compensation Element and the Company's Decisions Regarding that Element Fit into the Company's Overall Compensation Objectives and May Affect Decisions Regarding Other Elements of Compensation

The Company focuses annually on developing a total compensation opportunity that is intended to be competitive such that the level of total compensation (i.e., base salary, annual cash bonus and long-term incentive compensation, combined) is targeted to be positioned at or about the 50th to 75th percentile of competitive benchmark norms. Salary ranges, annual cash bonus plan targets and long-term incentive compensation targets are reviewed using a total compensation perspective under which total remuneration is targeted to be within certain ranges compared to the Comparison Group. Values and targets of each element may change from performance period to performance period.

The Company designs its compensation programs such that there is a correlation between the level of position and the degree of risk in compensation. Based on that guiding principle, the Company's more senior executives with the highest levels of responsibility and accountability have a higher percentage of their total potential remuneration at risk (in the form of performance-based annual cash bonuses and performance-based LTIP awards), than do employees with lower levels of responsibility and accountability. This means that a higher proportion of the Company's more senior executives' total potential compensation is based upon variable elements, than is the case with the Company's employees with lower levels of responsibility and accountability.

Role of the Compensation Committee

The Compensation Committee reviews and approves, among other things, compensation for the Company's Named Executive Officers; the structure of the Company's annual bonus program under the Incentive Compensation Plan, including setting annual performance objectives for the Named Executive Officers and annually assessing the extent to which those objectives have been achieved; and the structure of the Company's long-term incentive programs under the Incentive Compensation Plan, including setting performance-based objectives and actual grants under the Company's long-term incentive compensation award programs for the Named Executive Officers and assessing the extent to which those objectives have been achieved.

The Compensation Committee reviews and approves objectives relevant to the compensation of the Company's Chief Executive Officer, evaluates, together with the Governance Committee, the Chief Executive Officer's performance in respect of those objectives and determines, either as a committee or together with the Governance Committee and/or the Board of Directors, the Chief Executive Officer's total compensation level based on that evaluation process. The Compensation Committee also reviews and approves compensation and incentive arrangements for the Company's other Named Executive Officers.

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The Compensation Committee reviews key components of each Named Executive Officer's compensation, which enables the Compensation Committee to make informed decisions regarding future elements of compensation.

The Company's Executive Vice President and Chief Administrative Officer, in consultation with the Company's Chief Executive Officer, works with the Company's Human Resources Department to recommend: (i) merit increase guidelines under the Company's salary administration program; (ii) the structure of the Company's annual bonus program under the Incentive Compensation Plan; and (iii) the structure of the Company's long-term incentive compensation programs under the Incentive Compensation Plan.

As part of the Company's processes and procedures for determining the amount and form of executive officer and director compensation, the Company's Compensation Committee relies in part upon informed proposals and information provided by management, as well as market data, analysis and guidance provided by its outside compensation consultant. During 2012, the Compensation Committee consulted with and/or considered advice provided by its outside compensation advisor (Compensation Advisory Partners LLC (CAP)) with respect to the structure and components of the Company's incentive compensation programs, as well as the total direct compensation of the Company's Named Executive Officers, inclusive of the March 2012 merit salary increases for the Named Executive Officers. CAP performed no services for the Company or the Compensation Committee during 2012 other than providing compensation advice to the Compensation Committee (or to the Company's Human Resources Department in respect to routine compensation survey data analysis); without limiting the foregoing, CAP did not provide services such as benefits administration, human resources consulting or actuarial services. The Compensation Committee approved CAP's engagement, upon management's recommendation, and based upon CAP's experience and qualifications. The Chairman of the Compensation Committee reviews and approves all invoices from the outside compensation consultant prior to payment. The Compensation Committee has reviewed and discussed whether there are any conflicts of interest with CAP or CAP's compensation advisor to the Compensation Committee, and has determined that there are none.

As there has never been a restatement of the Company's financial results, the Company has not considered any policy in respect of adjustment or recovery of amounts paid under its compensation plans.

Whether and, if so, How the Company has Considered the Results of the Most Recent Stockholder Advisory Vote on Executive Compensation in Determining its Compensation Policies and Decisions

On June 2, 2011, the Company held its 2011 annual stockholders' meeting at which approximately 99% of the stockholders who voted on the given items (i) approved, on an advisory, non-binding basis, the Company's executive compensation, as disclosed pursuant to Item 402 of Regulation S-K, including as disclosed in the Compensation Discussion and Analysis, compensation tables and accompanying narrative set forth in the 2011 proxy statement (say-on-pay), and (ii) recommended, on an advisory, non-binding basis, that the Company conduct future say-on-pay votes every three (3) years (which is the Company's current intention). Although such advisory stockholder vote on executive compensation is non-binding, management has considered the results of such advisory vote when determining the Company's compensation policies and decisions and believes that the above-referenced stockholder vote endorses the Company's compensation philosophy, processes and practices, which have not varied in any meaningful way since such vote.

Tax Deductibility of Executive Compensation

Section 162(m) places a limit of \$1,000,000 on the amount of compensation that the Company may deduct, for tax purposes, in any one year for certain officers who constitute covered employees under the rule, unless such amounts are determined to be qualified performance-based compensation meeting certain requirements. Generally, the Company's provision of cash incentive compensation under the Incentive Compensation Plan, stock option awards and performance-based stock awards is intended to meet the requirements for qualified

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performance-based compensation under Section 162(m) and thus, generally, those items are intended to be fully deductible. Salary, perquisites, discretionary bonuses and restricted stock that have time-based vesting generally are not considered performance-based compensation under Section 162(m) and are generally subject to Section 162(m) limitations on deductibility. To maintain flexibility in compensating executive officers in a manner designed to promote varying corporate goals, the Compensation Committee has not adopted a policy requiring all compensation to be deductible and retains discretion to award compensation that may not constitute qualified performance-based compensation under Section 162(m). The 2012 annual bonus and LTIP performance objectives for the Company's Named Executive Officers were approved under Section 162(m)'s guidelines for deductibility. Certain amounts of compensation for the Company's officers do not meet Section 162(m)'s performance-based requirements and therefore are not deductible by the Company.

Table of Contents**EXECUTIVE COMPENSATION**

The following table sets forth information for the years indicated concerning the compensation awarded to, earned by or paid to the persons who served as the Company's Chief Executive Officer and the Chief Financial Officer during 2012 and the three other most highly paid executive officers who served as executive officers of the Company during 2012 (collectively, the Named Executive Officers), for services rendered in all capacities to the Company and its subsidiaries during such periods. The Non-Equity Incentive Plan Compensation column of the Summary Compensation Table, below, presents bonus and LTIP payments earned under the Incentive Compensation Plan. As discussed above under Compensation Discussion and Analysis Overview of 2012 Compensation Events, the 2012 Annual Bonus Program and the 2012 LTIP were each funded at 105% of target amounts by the Compensation Committee in accordance with the formulae set forth in such programs. Although 2012 LTIP awards have been listed in the table below at their full-value, which reflects funding such program at 105% of target for 2012 LTIP awards, only one-third of such amounts has actually been paid (in March 2013); the remaining two-thirds of such 2012 LTIP awards are payable in March 2014 and March 2015, if the executive remains employed with the Company on each respective payout date, unless provided otherwise in the executive's employment agreement (see Employment Agreements and Payments upon Termination and Change of Control).

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus \$(a)	Non-Equity Incentive Plan Compensation \$(b)	Change in Pension Value and Nonqualified Deferred Compensation Earnings \$(c)	All Other Compensation \$(d)	Total (\$)
Alan T. Ennis <i>President and Chief Executive Officer</i>	2012	921,235		2,226,000	25,410	65,989	3,238,634
	2011	910,000		2,067,800	34,632	65,523	3,077,955
	2010	907,980		2,075,000	19,557	91,777	3,094,314
Steven Berns <i>Executive Vice President and Chief Financial Officer</i>	2012	482,069		892,500	32,257	49,849	1,456,675
	2011	469,560	227	837,673	42,971	48,797	1,399,228
	2010	448,211	22,125	837,875	18,098	62,393	1,388,702
Chris Elshaw <i>Executive Vice President and Chief Operating Officer</i>	2012	758,312		1,102,500	5,263	220,121	2,086,196
	2011	&n					