

REVLON INC /DE/  
Form SC 13D/A  
August 17, 2016  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)  
(Amendment No. 3)\*

REVLON, INC.

(Name of Issuer)

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

(Title of Classes of Securities)

761525609

(CUSIP Number of Classes of Securities)

STEVEN M. COHEN  
EXECUTIVE VICE PRESIDENT, CHIEF ADMINISTRATIVE OFFICER  
AND GENERAL COUNSEL  
MACANDREWS & FORBES INCORPORATED  
35 EAST 62ND STREET  
NEW YORK, NEW YORK 10065  
(212) 572-8600

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

Copies to:

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

August 15, 2016

(Date of Event Which Requires Filing of this Statement)

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

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

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

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

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1 NAME OF REPORTING PERSON  
Ronald O. Perelman  
CHECK THE APPROPRIATE BOX IF A  
2 MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)  
(b)  
3 SEC USE ONLY  
4 SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO  
CHECK BOX IF DISCLOSURE OF LEGAL  
5 PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF 7 SOLE VOTING POWER  
SHARES 0 shares of Class A Common Stock  
BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY 40,669,640 shares of Class A Common Stock (1)  
EACH 9 SOLE DISPOSITIVE POWER  
REPORTING 0 shares of Class A Common Stock  
PERSON 10 SHARED DISPOSITIVE POWER  
WITH 40,654,382 shares of Class A Common Stock (1)

11 AGGREGATE AMOUNT BENEFICIALLY  
OWNED BY EACH REPORTING PERSON  
40,669,640 shares of Class A Common Stock  
CHECK BOX IF THE AGGREGATE AMOUNT IN  
12 ROW (11) EXCLUDES CERTAIN SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (11)  
77.5% (2)

14 TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)  
IN

(1)The information set forth in Item 5 is incorporated herein by reference.

(2)Calculation based on 52,498,246 shares of Class A Common Stock outstanding as of June 30, 2016.

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1 NAME OF REPORTING PERSON  
MacAndrews & Forbes Incorporated  
CHECK THE APPROPRIATE BOX IF A  
2 MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a)  
(b)  
3 SEC USE ONLY  
4 SOURCE OF FUNDS (SEE INSTRUCTIONS)  
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1 NAME OF REPORTING PERSON  
REV Holdings LLC  
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2 MEMBER OF A GROUP (SEE INSTRUCTIONS)  
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3 SEC USE ONLY  
4 SOURCE OF FUNDS  
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1 NAME OF REPORTING PERSON  
Mafco Four LLC  
CHECK THE APPROPRIATE BOX IF A  
2 MEMBER OF A GROUP (SEE INSTRUCTIONS)  
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3 SEC USE ONLY  
4 SOURCE OF FUNDS  
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MacAndrews & Forbes Group, LLC  
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1 NAME OF REPORTING PERSON  
RCH Holdings One Inc.  
CHECK THE APPROPRIATE BOX IF A  
2 MEMBER OF A GROUP (SEE INSTRUCTIONS)  
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3 SEC USE ONLY  
4 SOURCE OF FUNDS  
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1 NAME OF REPORTING PERSON  
NDX Holdings One LLC  
CHECK THE APPROPRIATE BOX IF A  
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1 NAME OF REPORTING PERSON  
SGMS Acquisition Two Corporation  
CHECK THE APPROPRIATE BOX IF A  
2 MEMBER OF A GROUP (SEE INSTRUCTIONS)  
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RLX Holdings One LLC  
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1 NAME OF REPORTING PERSON  
RLX Holdings Three LLC  
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(a)  
(b)  
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4 SOURCE OF FUNDS  
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RLX Holdings Four LLC  
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 DBX Holdings One LLC  
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1 NAME OF REPORTING PERSON  
MFV Holdings One LLC  
CHECK THE APPROPRIATE BOX IF A  
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1 NAME OF REPORTING PERSON  
Raymond G. Perelman  
CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP (SEE  
2 INSTRUCTIONS)  
(a)  
(b)  
3 SEC USE ONLY  
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ORGANIZATION  
United States

NUMBER OF  
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BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7 SOLE VOTING POWER  
0 shares of Class A Common Stock

8 SHARED VOTING POWER  
0 shares of Class A Common Stock (1)

9 SOLE DISPOSITIVE POWER  
0 shares of Class A Common Stock

10 SHARED DISPOSITIVE POWER  
15,258 shares of Class A Common Stock (1)

11 AGGREGATE AMOUNT BENEFICIALLY  
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15,258 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE  
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Perelman Trust Company, LLC  
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NUMBER OF 7 SOLE VOTING POWER  
SHARES 0 shares of Class A Common Stock  
BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY 4,546,352 shares of Class A Common Stock  
EACH 9 SOLE DISPOSITIVE POWER  
REPORTING 0 shares of Class A Common Stock  
PERSON 10 SHARED DISPOSITIVE POWER  
WITH 4,546,352 shares of Class A Common Stock  
11 AGGREGATE AMOUNT BENEFICIALLY  
OWNED BY EACH REPORTING PERSON  
4,546,352 shares of Class A Common Stock  
12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (11)  
8.7% (1)  
14 TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)  
OO

(1) Calculation based on 52,498,246 shares of Class A Common Stock outstanding as of June 30, 2016.

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This Amendment No. 3 to Schedule 13D ("Amendment No. 3"), which amends and supplements the statement on Schedule 13D, dated October 8, 2009, as amended and supplemented by Amendment No. 1 thereto dated October 8, 2013 and Amendment No. 2 thereto dated January 14, 2016 (as amended, the "Schedule 13D"), is being filed with the Securities and Exchange Commission by Mr. Ronald O. Perelman, MacAndrews & Forbes Incorporated, a Delaware corporation ("MacAndrews & Forbes"), MacAndrews & Forbes LLC, a Delaware limited liability company, REV Holdings LLC, a Delaware limited liability company, Mafco Four LLC, a Delaware limited liability company, MacAndrews & Forbes Group, LLC, a Delaware limited liability company, RCH Holdings One Inc., a Delaware corporation, NDX Holdings One LLC, a Delaware limited liability company, SGMS Acquisition Two Corporation, a Delaware corporation, RLX Holdings One LLC, a Delaware limited liability company, RLX Holdings Two LLC, a Delaware limited liability company, RLX Holdings Three LLC, a Delaware limited liability company, RLX Holdings Four LLC, a Delaware limited liability company, DBX Holdings One LLC, a Delaware limited liability company, MFV Holdings One LLC, a Delaware limited liability company, Mr. Raymond G. Perelman and Perelman Trust Company, LLC, a Delaware limited liability company (each of the foregoing, a "Reporting Person," and collectively, the "MacAndrews & Forbes Reporting Persons") relating to the shares of Class A Common Stock, par value \$0.01 per share ("Class A Common Stock"), of Revlon, Inc., a Delaware corporation (the "Company"). Capitalized terms used herein shall have the meanings ascribed to them in the Schedule 13D unless otherwise defined herein.

#### Item 2. Identity and Background

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

On August 15, 2016, Perelman Trust Company, LLC, a Delaware limited liability company of which MacAndrews & Forbes is the managing member and owns 100% of the voting interests, acquired 4,546,352 shares of Class A Common Stock from trusts controlled by Raymond G. Perelman, to which Raymond G. Perelman had previously transferred such shares. For the avoidance of doubt, the information in clauses (b), (d) and (e) of Item 2 applies to Perelman Trust Company, LLC as a MacAndrews & Forbes Reporting Person.

Schedule A of the Schedule 13D is hereby amended by adding the information attached as Schedule A hereto which is incorporated herein by reference.

#### Item 3. Source and Amount of Funds or Other Consideration

The information contained in Item 3 of the Schedule 13D is hereby amended and supplemented with the following information:

In exchange for the 4,546,352 shares of Class A Common Stock acquired from trusts controlled by Raymond G. Perelman, Perelman Trust Company, LLC paid such trusts \$10,892,968 in cash and issued to such trusts notes with an aggregate principal amount of \$125,269,137. The obligations under the notes are secured by the shares of Class A Common Stock held by Perelman Trust Company, LLC.

#### Item 5. Interest in Securities of the Issuer

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

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

Of the 40,669,640 shares of Class A Common Stock reported herein, (i) 36,108,030 shares of Class A Common Stock are owned by MacAndrews & Forbes or its wholly-owned subsidiaries; (ii) 4,546,352 shares of Class A Common Stock are owned by Perelman Trust Company, LLC, and (iii) 15,258 shares of Class A Common Stock are beneficially owned by Raymond G. Perelman. MacAndrews & Forbes may also be deemed to beneficially own these 15,258 shares of Class A Common Stock beneficially owned by Raymond G. Perelman because MacAndrews & Forbes holds an irrevocable voting proxy with respect to those shares. Those shares are included in the totals reported, and on Items 8, 11 and 13 on the cover pages of this Schedule 13D for all of the Reporting Persons other than Perelman Trust Company, LLC.

The total ownership of the MacAndrews & Forbes Reporting Persons represents approximately 77.5% of all of the Company's outstanding Class A Common Stock, which is the only class of the Company's equity securities outstanding as of the date of this Amendment No. 3.

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

(e) The information set forth in Item 2 of this Amendment No. 3 with respect to Raymond G. Perelman is incorporated herein by reference.

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

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

Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the MacAndrews & Forbes Reporting Persons have entered into an agreement on August 17, 2016, with respect to the joint filing of this Schedule 13D and any amendment or amendments hereto (the "Joint Filing Agreement"). The Joint Filing Agreement is attached hereto as Exhibit 1 and incorporated herein by reference.

The information set forth in Item 3 of this Amendment No. 3 with respect to Raymond G. Perelman and Perelman Trust Company, LLC is incorporated herein by reference.

Item 7. Material To Be Filed as Exhibits

Exhibit 1 Joint Filing Agreement, dated as of August 17, 2016, by and among the MacAndrews & Forbes Reporting Persons.

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SIGNATURES

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

Date: August 17, 2016

By: /s/ Ronald O. Perelman  
Ronald O. Perelman

MACANDREWS & FORBES INCORPORATED

By: /s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

MACANDREWS & FORBES LLC

By: /s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

REV HOLDINGS LLC

By: /s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

MAFCO FOUR LLC

By: /s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

MACANDREWS & FORBES GROUP, LLC

By: /s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

RCH HOLDINGS ONE INC.

By: /s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

NDX HOLDINGS ONE LLC

By: /s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

SGMS ACQUISITION TWO CORPORATION

By: /s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

RLX HOLDINGS ONE LLC

By: /s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

RLX HOLDINGS TWO LLC

By: /s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

RLX HOLDINGS THREE LLC

By: /s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

RLX HOLDINGS FOUR LLC

By: /s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

DBX HOLDINGS ONE LLC

By: /s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

MFV HOLDINGS ONE LLC

By: /s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

/s/ Raymond G. Perelman  
Raymond G. Perelman

PERELMAN TRUST COMPANY, LLC

By: MacAndrews & Forbes Incorporated, its managing member

By: /s/ Paul G. Savas  
Name: Paul G. Savas



Title: Executive Vice President and Chief Financial Officer

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Schedule A Amendment

MFV Holdings One LLC

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

Name Title

Paul G. Savas Executive Vice President and Chief Financial Officer

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

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

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Exhibit 1

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

Date: August 17, 2016

By:/s/ Ronald O. Perelman  
Ronald O. Perelman

MACANDREWS & FORBES INCORPORATED

By:/s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

MACANDREWS & FORBES LLC

By:/s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

REV HOLDINGS LLC

By:/s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

MAFCO FOUR LLC

By:/s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

MACANDREWS & FORBES GROUP, LLC

By:/s/ Paul G. Savas  
Name: Paul G. Savas  
Title: Executive Vice President and Chief Financial Officer

RCH HOLDINGS ONE INC.

By:/s/ Paul G. Savas  
Name: Paul G. Savas

Title: Executive Vice President and Chief Financial Officer

NDX HOLDINGS ONE LLC

By:/s/ Paul G. Savas

Name: Paul G. Savas

Title: Executive Vice President and Chief Financial Officer

SGMS ACQUISITION TWO CORPORATION

By:/s/ Paul G. Savas

Name: Paul G. Savas

Title: Executive Vice President and Chief Financial Officer

RLX HOLDINGS ONE LLC

By:/s/ Paul G. Savas

Name: Paul G. Savas

Title: Executive Vice President and Chief Financial Officer

RLX HOLDINGS TWO LLC

By:/s/ Paul G. Savas

Name: Paul G. Savas

Title: Executive Vice President and Chief Financial Officer

RLX HOLDINGS THREE LLC

By:/s/ Paul G. Savas

Name: Paul G. Savas

Title: Executive Vice President and Chief Financial Officer

RLX HOLDINGS FOUR LLC

By:/s/ Paul G. Savas

Name: Paul G. Savas

Title: Executive Vice President and Chief Financial Officer

DBX HOLDINGS ONE LLC

By:/s/ Paul G. Savas

Name: Paul G. Savas

Title: Executive Vice President and Chief Financial Officer

MFV HOLDINGS ONE LLC

By: /s/ Paul G. Savas

Name: Paul G. Savas

Title: Executive Vice President and Chief Financial Officer

/s/ Raymond G. Perelman

Raymond G. Perelman

PERELMAN TRUST COMPANY, LLC

MacAndrews & Forbes Incorporated, its managing

By: member

By: /s/ Paul G. Savas

Name: Paul G. Savas

Title: Executive Vice President and Chief Financial Officer