

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

July 23, 2004 (July 22, 2004)

Date of Report (Date of earliest event reported)

Revlon, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

1-11178

13-3662955

(State or Other
Jurisdiction of
Incorporation)

(Commission File No.)

(I.R.S. Employer
Identification
No.)

237 Park Avenue
New York, New York

10017

(Address of Principal
Executive Offices)

(Zip Code)

(212) 527-4000

(Registrant's telephone number, including area code)

None

(Former Name or Former Address, if Changed Since Last Report)

Item 9. Regulation FD Disclosure.

On July 22, 2004, Revlon, Inc. ("Revlon") and Revlon Consumer Products Corporation ("RCPC"), a wholly owned subsidiary of Revlon (together, the "Company"), issued a joint press release announcing, in connection with the Company's previously announced debt refinancing, the consummation of the Company's tender offer for any and all of RCPC's 12% Senior Secured Notes due 2005 (the "12% Notes"), which expired at 5:00 pm on July 21, 2004. The Company indicated that a total of approximately \$299 million aggregate principal amount of the 12% Notes were repurchased in connection with the tender offer, including RCPC's repurchase on July 22, 2004 of approximately \$0.4 million aggregate principal amount of the 12% Notes, the amount of such notes tendered following the July 9, 2004 initial settlement through expiration of the tender offer.

In connection with the expiration of the tender offer, the Company also announced that on August 23, 2004, RCPC will redeem all of the \$64.5 million aggregate principal amount of its 12% Notes (CUSIP No. 761519AT4) that remain outstanding following the July 21, 2004 expiration of the tender offer at a redemption price calculated in accordance with the indenture governing the 12% Notes and as set forth in the notice of redemption dated July 22, 2004, a copy of which is attached hereto as Exhibit 99.2 and incorporated by reference herein.

The above transactions and related matters are further described in the press release dated July 22, 2004, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference herein.

In accordance with general instruction B.2 of Form 8-K, the

information in this report, including the exhibits, is furnished pursuant to Item 9 and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REVLON, INC.

By: /s/ Robert K. Kretzman

Robert K. Kretzman
Executive Vice President,
General Counsel and Chief
Legal Officer

Date: July 23, 2004

EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Press Release dated July 22, 2004.
99.2	Notice of Redemption dated July 22, 2004 (incorporated by reference to Exhibit 99.2 of the Current Report on Form 8-K of Revlon Consumer Products Corporation filed with the Securities and Exchange Commission on July 23, 2004).

FOR IMMEDIATE RELEASE

Revlon Announces Consummation of Tender Offer;
Redemption of All Remaining 12% Senior Secured Notes due 2005

NEW YORK - July 22, 2004 - Revlon, Inc. (NYSE: REV) and its wholly-owned subsidiary, Revlon Consumer Products Corporation ("RCPC"), together announced, in connection with its previously announced debt refinancing, the consummation of the Company's tender offer for any and all of RCPC's 12% Senior Secured Notes due 2005 (the "12% Notes"). The Company's refinancing transactions extended the maturity of much of the Company's debt that would have otherwise matured in 2005, further strengthened the Company's balance sheet and represents another important step to creating long-term value.

The debt refinancing featured a new \$960 million credit facility from Citicorp USA, Inc. and Citigroup Global Markets Inc. (together, "Citigroup") and a syndicate of lenders and RCPC's repurchase of approximately \$299 million aggregate principal amount of the 12% Notes pursuant to its successful tender offer and consent solicitation with respect to the 12% Notes, which expired at 5:00 pm on July 21, 2004. On July 22, 2004, RCPC repurchased approximately \$0.4 million aggregate principal amount of the 12% Notes, the amount of such notes tendered following the July 9, 2004 initial settlement through expiration of the tender offer.

In connection with the expiration of the tender offer, the Company also announced that on August 23, 2004 RCPC will redeem all of the \$64.5 million aggregate principal amount of its 12% Notes (CUSIP No. 761519AT4) that remain outstanding following the July 21, 2004 expiration of the tender offer at a redemption price calculated in accordance with the indenture governing the 12% Notes and as set forth in the notice of redemption.

Copies of the notice of redemption will be mailed to all record holders by Wilmington Trust Company, the trustee under the indenture governing the 12% Notes, Rodney Square North, 1100 N. Market Street, Wilmington, DE 19890.

About Revlon

Revlon is a worldwide cosmetics, fragrance and personal care products company. The Company's vision is to deliver the promise of beauty through creating and developing the most consumer preferred brands. Websites featuring current product and promotional information can be reached at www.revlon.com and www.almay.com. Corporate investor relations information can be accessed at www.revloninc.com. The Company's brands, which are sold worldwide, include Revlon(R), Almay(R), Ultima(R), Charlie(R), Flex(R) and Mitchum(R).

Forward-Looking Statements

Statements in this press release which are not historical facts, including statements about plans, strategies, beliefs and expectations of Revlon, Inc. and RCPC (together, the "Company"), are forward-looking and subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements speak only as of the date they are made, and, except for the Company's ongoing obligations under U.S. federal securities laws, the Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. Such forward-looking statements include, without limitation, the Company's expectations and estimates about future events, including RCPC's plans to redeem all of the 12% Notes remaining outstanding following the expiration of the tender offer. Actual results may differ materially from such forward-looking statements for a number of reasons, including those set forth in the Company's filings with the Securities and Exchange Commission, including the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the SEC (which may be viewed on the SEC's website at <http://www.sec.gov> or on the Company's website at <http://www.revloninc.com>), as well as reasons including difficulties, delays, unexpected costs or the inability of RCPC to consummate the redemption of all of the 12% Notes remaining outstanding following the expiration of the tender offer. Factors other than those referred to above could also cause the Company's results to differ materially from expected results.

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