

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

FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: February 11, 2013
(Date of earliest event reported: February 8, 2013)

Revlon, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

1-11178

13-3662955

(State or Other Jurisdiction of
Incorporation)

(Commission
File Number)

(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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 8.01. Other Events.

5.75% Senior Notes Offering

On February 8, 2013, Revlon, Inc. (“Revlon”) issued a press release (the “Notes Offering Press Release”) announcing that Revlon Consumer Products Corporation (“RCPC”), Revlon’s wholly-owned operating subsidiary, had successfully completed its previously-announced offering of \$500,000,000 aggregate principal amount of 5.75% Senior Notes due 2021 (the “Notes Offering”).

The full text of the Notes Offering Press Release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

Tender Offer and Consent Solicitation

Concurrently with the successful completion of RCPC’s Notes Offering of the 5.75% Senior Notes, Revlon, Inc. also issued a press release (the “Tender Offer Press Release”) announcing the early tender results for RCPC’s previously-announced cash tender offer to purchase any and all of its outstanding 9¾% Senior Secured Notes due November 2015 (CUSIP No. 761519 BB2) (the “9¾% Senior Secured Notes”) and the related solicitation of consents to amend the indenture governing the 9¾% Senior Secured Notes to remove substantially all of the covenants and certain events of default contained therein (together, the “Tender Offer”).

The full text of the Tender Offer Press Release is attached to this Current Report on Form 8-K as Exhibit 99.2 and is incorporated by reference into this Item 8.01.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Notes Offering Press Release, dated February 8, 2013.
99.2	Tender Offer Press Release, dated February 8, 2013.

SIGNATURE

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

REVLON, INC.

By: /s/ Lauren Goldberg
Lauren Goldberg
Executive Vice President and General Counsel

Date: February 11, 2013

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, dated February 8, 2013.
99.2	Tender Offer Press Release, dated February 8, 2013.

Revlon Completes Private Offering of \$500 Million 5.75% Senior Notes due 2021

NEW YORK--(BUSINESS WIRE)--February 8, 2013--Revlon, Inc. (NYSE: REV) announced today that its wholly-owned operating subsidiary, Revlon Consumer Products Corporation ("RCPC"), has successfully completed its previously announced private offering of \$500 million aggregate principal amount of 5.75% senior unsecured notes due February 15, 2021 (the "Notes"). The Notes are guaranteed by RCPC's domestic subsidiaries, which also currently guarantee RCPC's term loan and asset-based revolving credit facility.

RCPC intends to use the net proceeds from the offering to: (i) pay the tender offer consideration, including applicable consent payments, in connection with RCPC's previously-announced cash tender offer to purchase any and all of the \$330 million outstanding aggregate principal amount of its 9¾% Senior Secured Notes due November 2015 (the "9¾% Senior Secured Notes"); (ii) pay the applicable premium and accrued interest, along with related fees and expenses, on the 9¾% Senior Secured Notes that are subsequently redeemed by RCPC following the tender offer; (iii) pay applicable fees and expenses incurred in connection with the offering, the tender offer and any redemption; and (iv) use the remaining balance available for general corporate purposes, including debt reduction transactions such as repaying a portion of its 2011 Term Loan Facility due November 2017 and repaying the contributed loan portion of its Amended and Restated Senior Subordinated Term Loan at maturity in October 2013.

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

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

Forward-Looking Statements

Statements made in this press release, which are not historical facts, including statements about the plans of Revlon, Inc. and RCPC (together, the "Company") and their strategies, focus, beliefs and expectations, are forward-looking and subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements speak only as of the date they are made and, except for the Company's ongoing obligations under the U.S. federal securities laws, the Company undertakes no obligation to publicly update any forward-looking statement, whether to reflect actual results of operations; changes in financial condition; changes in general U.S. or international economic, industry or cosmetics category conditions; changes in estimates, expectations or assumptions; or other circumstances, conditions, developments or events arising after the issuance of this press release. Such forward-looking statements include, without limitation, the Company's beliefs, expectations, focus and/or plans regarding future events, including RCPC's plans to (i) pay the total tender offer consideration in connection with its previously-announced tender offer to purchase any and all of the \$330 million outstanding aggregate principal amount of its 9¾% Senior Secured Notes; (ii) pay the applicable premium and accrued interest, along with related fees and expenses, on the 9¾% Senior Secured Notes that are subsequently redeemed by RCPC following the tender offer; and (iii) use the remaining balance available for general corporate purposes, including debt reduction transactions such as repaying a portion of its 2011 Term Loan Facility due November 2017 and repaying the Contributed Loan Portion of its Amended and Restated Senior Subordinated Term Loan at maturity in October 2013. Actual results may differ materially from such forward-looking statements for a number of reasons, including those set forth in the Company's filings with the SEC, including the Company's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the SEC during 2012 and 2013 (which may be viewed on the SEC's website at <http://www.sec.gov> or on Revlon, Inc.'s website at <http://www.revloninc.com>), as well as reasons including difficulties, delays, unexpected costs or the inability of RCPC to repay all of the \$330 million outstanding aggregate principal amount of its 9¾% Senior Secured Notes. Factors other than those referred to above could also cause the Company's results to differ materially from expected results. Additionally, the business and financial materials and any other statement or disclosure on, or made available through, the Company's websites or other websites referenced herein shall not be incorporated by reference into this release.

About Revlon

Revlon is a global color cosmetics, hair color, beauty tools, fragrances, skincare, anti-perspirant deodorants and beauty care products company whose vision is **Glamour, Excitement and Innovation through high-quality products at affordable prices.** Revlon® is one of the strongest consumer brand franchises in the world. Revlon's global brand portfolio includes Revlon® color cosmetics, Almay® color cosmetics, SinfulColors® color cosmetics, Pure Ice™ color cosmetics, Revlon ColorSilk® hair color, Revlon® beauty tools, Charlie® fragrances, Mitchum® anti-perspirant deodorants, and Ultima II® and Gatineau® skincare. Websites featuring current product and promotional information can be reached at www.revlon.com, www.almay.com and www.mitchum.com. Corporate and investor relations information can be accessed at www.revloninc.com.

CONTACT:

Investor Relations & Media:

Revlon, Inc.

Elise Garofalo, 212-527-5264

Senior Vice President, Treasurer and Investor Relations

Revlon Announces Early Settlement of Tender Offer for 9¾% Senior Secured Notes

NEW YORK--(BUSINESS WIRE)--February 8, 2013--Revlon, Inc. (NYSE: REV) today announced the early settlement of its previously announced tender offer and solicitation of consents (the "Tender Offer") by its wholly-owned operating subsidiary, Revlon Consumer Products Corporation ("RCPC") for any and all of its 9¾% Senior Secured Notes due November 2015 (CUSIP No. 761519 BB2) (the "Notes"). The Tender Offer is described in an offer to purchase and consent solicitation statement, dated January 29, 2013, and the related letter of transmittal and consent (together the "Offering Materials," including any amendments or supplements to the foregoing). RCPC has provided notice of its intention to redeem any Notes not purchased in the Tender Offer.

As part of the previously announced Tender Offer, RCPC solicited consents from the holders of the Notes for certain proposed amendments (the "Proposed Amendments") that would eliminate substantially all of the restrictive covenants, certain events of default and related provisions contained in the indenture governing the Notes (the "Indenture"). Adoption of the Proposed Amendments required consents from holders of a majority in aggregate principal amount of the outstanding Notes. RCPC has received the requisite consents to execute a supplemental indenture to effect the Proposed Amendments.

As of 11:59 p.m., New York City time, on February 7, 2013 (the "Consent Date"), holders of approximately \$192 million aggregate principal amount of Notes had validly tendered and not validly withdrawn such Notes (the "Early Tender Notes"), which represents approximately 58% of the \$330 million aggregate principal amount of the Notes outstanding prior to the Tender Offer. RCPC has accepted all Early Tender Notes and used the net proceeds from its offering of senior notes completed on February 8, 2013 to pay the total consideration of \$1,054.50 (including the \$30.00 consent payment) per \$1,000 principal amount to all holders of such Early Tender Notes plus accrued and unpaid interest from the last interest payment date to, but not including, the payment date.

Withdrawal rights for the Tender Offer have expired.

The Tender Offer will expire at 11:59 p.m., New York City time, on February 26, 2013, or any other date and time to which RCPC may extend the Tender Offer (the "Expiration Date"), unless earlier terminated. Notes validly tendered in the Tender Offer after the Early Tender Date, but before the Expiration Date and accepted for purchase will receive \$1,024.50 per \$1,000 principal amount of Notes tendered. In addition, all Notes validly tendered in the Tender Offer on or prior the Expiration Date and accepted for purchase will receive accrued and unpaid interest from the last interest payment date to, but not including, the payment date.

Payment for Notes that are validly tendered in the Tender Offer after the Early Tender Date and at or prior to the Expiration Date and accepted for purchase will be made promptly after the Expiration Date. No tenders of the Notes will be valid if submitted after the Expiration Date.

Citigroup Global Markets Inc. is the sole dealer manager of the Tender Offer. U.S. Bank National Association has been retained to serve as the depository and information agent. Persons with questions regarding the Tender Offer should contact Citigroup Global Markets Inc. at (toll-free) (800) 558-3745 or (toll) (212) 723-6106. Requests for copies of the Offering Materials and other related materials should be directed to U.S. Bank National Association at (toll-free) (800) 934-6802.

None of RCPC or its affiliates, its board of directors, the dealer manager, the depository and information agent or the trustee for the Notes makes any recommendation as to whether holders of the Notes should tender or refrain from tendering the Notes in the Tender Offer. This press release is neither an offer to purchase, nor a solicitation of an offer to sell, the Notes or any other securities. The Tender Offer is made only by the Offering Materials. The Tender Offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the Tender Offer is required to be made by a licensed broker or dealer, the Tender Offer will be deemed to be made on behalf of RCPC by the dealer manager or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

Forward-Looking Statements

Statements made in this press release, which are not historical facts, including statements about the plans of Revlon, Inc. and RCPC (together, the "Company") and their strategies, focus, beliefs and expectations, are forward-looking. Forward-looking statements speak only as of the date they are made and, except for the Company's ongoing obligations under the U.S. federal securities laws, the Company undertakes no obligation to publicly update any forward-looking statement, whether to reflect actual results of operations; changes in financial condition; changes in general U.S. or international economic, industry or cosmetics category conditions; changes in estimates, expectations or assumptions; or other circumstances, conditions, developments or events arising after the issuance of this press release. Such forward-looking statements include, without limitation, the Company's beliefs, expectations, focus and/or plans regarding future events, including as to RCPC's plans to (i) conduct certain refinancing transactions on a variety of terms and conditions; (ii) conduct an offer to purchase for cash any and all of RCPC's 9¾% Senior Secured Notes due 2015; and (iii) redeem the aggregate principal amount of 9¾% Senior Secured Notes due 2015 that remain outstanding following 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 SEC, including the Company's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the SEC during 2012 and 2013 (which may be viewed on the SEC's website at <http://www.sec.gov> or on Revlon, Inc.'s website at <http://www.revloninc.com>), as well as reasons including difficulties, delays, unexpected costs or the inability of RCPC to consummate, in whole or in part, the offer to purchase for cash any and all of RCPC's 9¾% Senior Secured Notes due 2015 and the redemption of the aggregate principal amount of 9¾% Senior Secured Notes due 2015 that may remain outstanding on the scheduled redemption date, including due to our inability to obtain sources of financing to fund any or all of the total consideration under the Tender Offer or due to market conditions or other factors. Factors other than those referred to above could also cause the Company's results to differ materially from expected results. Additionally, the business and financial materials and any other statement or disclosure on, or made available through, the Company's websites or other websites referenced herein shall not be incorporated by reference into this press release.

About Revlon

Revlon is a global color cosmetics, hair color, beauty tools, fragrances, skincare, anti-perspirant deodorants and beauty care products company whose vision is **Glamour, Excitement and Innovation through high-quality products at affordable prices.** Revlon® is one of the strongest consumer brand franchises in the world. Revlon's global brand portfolio includes Revlon® color cosmetics, Almay® color cosmetics, SinfulColors® color cosmetics, Pure Ice™ color cosmetics, Revlon ColorSilk® hair color, Revlon® beauty tools, Charlie® fragrances, Mitchum® anti-perspirant deodorants, and Ultima II® and Gatineau® skincare. Websites featuring current product and promotional information can be reached at www.revlon.com, www.almay.com and www.mitchum.com. Corporate and investor relations information can be accessed at www.revloninc.com.

CONTACT:

Revlon, Inc.

Investor Relations & Media:

Elise Garofalo, 212-527-5264

Senior Vice President, Treasurer and Investor Relations