

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: September 16, 2008
(Date of earliest event reported: September 15, 2008)

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 16, 2008, Revlon, Inc. ("Revlon" or the "Company") issued a press release (the "Press Release") announcing, among other things, that it has filed a Certificate of Amendment to its Restated Certificate of Incorporation with the Delaware Secretary of State to effect the 1-for-10 reverse stock split of its Class A and Class B common stock (the "Reverse Stock Split"). The Certificate of Amendment became effective at 11:59 p.m., New York City time, on September 15, 2008. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Revlon currently has four (4) registration statements on Form S-3 or Form S-8 that register the resale of its Class A common stock. The Securities and Exchange Commission ("SEC") allows Revlon to incorporate by reference future filings made with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 prior to the termination of the offering covered by registration statements filed on Form S-3 or Form S-8. The information incorporated by reference is considered to be part of the prospectus included within those registration statements. Information in Item 5.03 of this Form 8-K is therefore intended to be automatically incorporated into the outstanding Form S-3 and Form S-8 registration statements, thereby amending them.

Any shares of our Class A common stock described in our registration statements were proportionately reduced (i.e., divided by 10) and the exercise price of any outstanding stock options under the Third Amended and Restated Revlon, Inc. Stock Plan were proportionately increased (i.e., multiplied by 10) by the Reverse Stock Split. The following is a list of our registration statements, by SEC file number, that are amended by the filing of this Form 8-K:

- Form S-3, File No. 333-128815, effective December 13, 2005;
- Form S-3, File No. 333-141545, effective May 3, 2007;
- Form S-8, File No. 333-116160, effective June 4, 2004; and
- Form S-8, File No. 333-147955, effective December 10, 2007.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Restated Certificate of Incorporation of Revlon, Inc.
99.1	Press Release dated September 16, 2008.

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, Human

Resources, Chief Legal Officer,

General Counsel and Secretary

Date: September 16, 2008

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Restated Certificate of Incorporation of Revlon, Inc.
99.1	Press Release dated September 16, 2008.

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
REVLON, INC.**

Pursuant to Sections 228 and 242 of
the General Corporation Law of the
State of Delaware

REVLON, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: Upon the filing and effectiveness (the "Effective Time") pursuant to the General Corporation Law of the State of Delaware of this Certificate of Amendment to the Corporation's Restated Certificate of Incorporation, each ten (10) shares of the Corporation's Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), and Class B Common Stock, par value \$0.01 per share (the "Class B Common Stock"), issued and outstanding immediately prior to the Effective Time shall automatically be combined into one (1) validly issued, fully paid and non-assessable share of Class A Common Stock and Class B Common Stock, respectively, without any further action by the Corporation or the holder thereof, subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). Stockholders who otherwise would be entitled to receive fractional share interests of Class A Common Stock or Class B Common Stock, as the case may be, shall, with respect to such fractional share interests, be entitled to receive cash, without interest, in lieu of fractional shares of Class A Common Stock or Class B Common Stock, as the case may be, upon the surrender of the stockholders' Old Certificates (as defined below), in an amount equal to the proceeds attributable to the sale of such fractional shares following the aggregation and sale by the Corporation's transfer agent of all fractional shares otherwise issuable. No certificates representing fractional shares of Class A Common Stock or Class B Common Stock, as the case may be, shall be issued in connection with the Reverse Stock Split. Each certificate that immediately prior to the Effective Time represented shares of Class A Common Stock or Class B Common Stock, as the case may be (the "Old Certificates"), shall thereafter represent that number of shares of Class A Common Stock or Class B Common Stock, as the case may be, into which the shares of Class A Common Stock or Class B Common Stock, as the case may be, represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.

SECOND: This Certificate of Amendment shall become effective as of September 15, 2008 at 11:59 p.m.

THIRD: This Certificate of Amendment was duly authorized by the Corporation's Board of Directors and adopted by written consent of the Corporation's stockholders in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

[Execution Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed in its corporate name as of the 15th day of September, 2008.

REVLON, INC.

By: /s/ Robert K. Kretzman
Name: Robert K. Kretzman
Title: Executive Vice President,
Human Resources, Chief Legal Officer,
General Counsel and Secretary

Revlon Announces Completion of Previously-Announced 1-for-10 Reverse Stock Split

NEW YORK--(BUSINESS WIRE)--Revlon, Inc. (NYSE: REV) ("Revlon" or the "Company") announced today that the 1-for-10 reverse stock split of Revlon's Class A and Class B common stock became effective as of 11:59 p.m., New York City time, on September 15, 2008 (the "Effective Time").

Revlon effected the reverse stock split by filing a charter amendment with the Delaware Secretary of State. The reverse stock split was previously approved by the Company's Board of Directors and stockholders pursuant to Sections 228 and 242 of the Delaware General Corporation Law.

Revlon's Class A common stock will begin trading on the NYSE on a split-adjusted basis when the market opens today, September 16th, 2008, under a new CUSIP number, 761525 609.

As a result of the reverse stock split, each ten (10) shares of Revlon's Class A and Class B common stock issued and outstanding immediately prior to the Effective Time 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, as described below.

The same 1-for-10 reverse stock split ratio was used to effect the reverse stock split of both Revlon Class A and Class B common stock, and accordingly, all stockholders were affected proportionately. The reverse stock split reduced the Company's issued and outstanding shares of common stock from approximately 481,887,883 shares of Class A common stock and 31,250,000 shares of Class B common stock to approximately 48,188,788 and 3,125,000 shares, respectively.

The number of shares of Class A common stock subject to Revlon's outstanding employee and director stock options and unvested employee and director restricted stock, as well as the relevant exercise price per share, were proportionately adjusted to reflect the reverse stock split. Accordingly, the approximately 20,786,384 outstanding stock options and approximately 8,219,892 unvested restricted shares were reduced to approximately 2,078,638 outstanding stock options and approximately 821,989 unvested restricted shares, respectively. The number of shares authorized for issuance under Revlon's stock plan was also reduced from 65,500,000 shares of Class A common stock to 6,550,000 shares using the same 1-for-10 split ratio.

Revlon has retained its transfer agent, American Stock Transfer & Trust Company ("AST"), to act as exchange agent for the reverse stock split. AST will manage the exchange of old, pre-reverse stock split shares for new post-split shares. Stockholders of record as of the Effective Time will receive a letter of transmittal providing instructions for the exchange of their shares as soon as practicable following the Effective Time. Stockholders who hold their shares in "street name" will be contacted by their banks or brokers with any instructions. For further information, stockholders and securities brokers should contact AST at 877-248-6417 (toll free); 718-921-8317; or info@amstock.com.

Revlon will not issue any fractional shares of its Class A or Class B common stock as a result of the reverse stock split. Instead, as soon as practicable after the Effective Time, AST will aggregate all shares of record holders that would otherwise have resulted in fractional shares and arrange for them to be sold on the open market. AST will then allocate the proceeds of such sales to the record holders' respective accounts pro rata in lieu of fractional shares as soon as practicable following the Effective Time. Stockholders will not be entitled to receive interest for the period of time between the Effective Time and the date the stockholder receives his or her cash payment, if any, in lieu of fractional shares.

Upon the Effective Time, each certificate representing shares of Revlon common stock immediately prior to the reverse stock split will be deemed to represent the number of full shares of common stock resulting from the reverse stock split. However, until stockholders of record have surrendered their old certificates for exchange and otherwise complied with AST's procedures, AST has advised us that they will not be able to process payments to any such stockholder in lieu of fractional shares, if any, or process payments to any such stockholder in respect of dividends or other distributions, if any, that may be declared and payable to holders of record following the Effective Time, nor will AST be able to effectuate any sale or transfer of shares by any such stockholder after the Effective Time.

About Revlon

Revlon is a worldwide cosmetics, hair color, beauty tools, fragrances, skincare, anti-perspirants/deodorants and personal care products company. The Company's vision is to provide glamour, excitement and innovation to consumers through high-quality products at affordable prices. Websites featuring current product and promotional information can be reached at www.revlon.com, www.almay.com and www.mitchumman.com. Corporate and investor relations information can be accessed at www.revloninc.com. The Company's brands, which are sold worldwide, include **Revlon®**, **Almay®**, **Mitchum®**, **Charlie®**, **Gatineau®** and **Ultima II®**.

CONTACT:

Revlon, Inc.

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