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

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2009

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ________________ to __________

Commission File Number: 1-11178

REVLON, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**13-3662955** (I.R.S. Employer Identification No.)
237 Park Avenue, New York, New York (Address of principal executive offices)	**10017** (Zip Code)

212-527-4000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes o No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o	Accelerated filer ☒	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes o No ☒

As of September 30, 2009, 48,443,072 shares of Class A Common Stock and 3,125,000 shares of Class B Common Stock were outstanding at such date. 28,207,735 shares of Class A Common Stock were beneficially owned by MacAndrews & Forbes Holdings Inc. and certain of its affiliates and all of the shares of Class B Common Stock were owned by REV Holdings LLC, a Delaware limited liability company and an indirectly wholly owned subsidiary of MacAndrews & Forbes Holdings Inc. (See Note 12, "Subsequent Events").

REVLON, INC. AND SUBSIDIARIES

INDEX

Table of Contents

PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

REVLON, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(dollars in millions, except share and per share amounts)

	September 30, 2009 (Unaudited)	December 31, 2008
ASSETS		
Current assets:		
Cash and cash equivalents	$ 62.5	$ 52.8
Trade receivables, less allowance for doubtful accounts of $4.1 and $3.3 as of September 30, 2009 and December 31, 2008, respectively	169.0	169.9
Inventories	136.4	154.2
Prepaid expenses and other	52.7	51.6
Total current assets	420.6	428.5
Property, plant and equipment, net	111.6	112.8
Other assets	87.3	89.5
Goodwill, net	182.5	182.6
Total assets	$ 802.0	$ 813.4
LIABILITIES AND STOCKHOLDERS' DEFICIENCY		
Current liabilities:		
Short-term borrowings	$ 1.7	$ 0.5
Current portion of long-term debt	16.7	18.9
Accounts payable	71.4	78.1
Accrued expenses and other	225.4	225.9
Total current liabilities	315.2	323.4
Long-term debt	1,147.8	1,203.2
Long-term debt — affiliates	107.0	107.0
Long-term pension and other post-retirement plan liabilities	209.3	223.7
Other long-term liabilities	66.1	68.9
Stockholders' deficiency:		
Class B Common Stock, par value $.01 per share: 200,000,000 shares authorized, 3,125,000 issued and outstanding as of September 30, 2009 and December 31, 2008, respectively	—	—
Class A Common Stock, par value $.01 per share: 900,000,000 shares authorized; 50,027,003 and 50,150,355 shares issued as of September 30, 2009 and December 31, 2008, respectively	0.5	0.5
Additional paid-in capital	1,005.5	1,000.9
Treasury stock, at cost: 362,649 and 256,453 shares of Class A Common Stock as of September 30, 2009 and December 31, 2008, respectively	(4.3)	(3.6)
Accumulated deficit	(1,891.5)	(1,927.5)
Accumulated other comprehensive loss	(153.6)	(183.1)
Total stockholders' deficiency	(1,043.4)	(1,112.8)
Total liabilities and stockholders' deficiency	$ 802.0	$ 813.4

See Accompanying Notes to Unaudited Consolidated Financial Statements

REVLON, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS
(dollars in millions, except share and per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
Net sales	$ 326.2	$ 334.4	$ 951.3	$ 1,012.6
Cost of sales	117.9	126.8	349.5	364.4
Gross profit	208.3	207.6	601.8	648.2
Selling, general and administrative expenses	155.4	187.5	471.9	548.5
Restructuring costs and other, net	2.6	0.3	21.4	(11.3)
Operating income	50.3	19.8	108.5	111.0
Other expenses (income):				
Interest expense	23.0	29.1	71.1	91.9
Interest income	—	(0.4)	(0.4)	(0.7)
Amortization of debt issuance costs	1.4	1.5	4.2	4.2
Gain on repurchase of debt	(0.3)	—	(7.8)	—
Foreign currency losses (gains), net	0.2	1.6	4.7	(3.9)
Miscellaneous, net	0.4	0.8	0.7	0.8
Other expenses, net	24.7	32.6	72.5	92.3
Income (loss) from continuing operations before income taxes	25.6	(12.8)	36.0	18.7
Provision for income taxes	2.5	2.4	0.3	16.8
Income (loss) from continuing operations, net of taxes	23.1	(15.2)	35.7	1.9
Income from discontinued operations, net of taxes	—	44.4	0.3	44.7
Net income	$ 23.1	$ 29.2	$ 36.0	$ 46.6
Basic income (loss) per common share:				
Continuing operations	0.45	(0.30)	0.69	0.04
Discontinued operations	—	0.87	0.01	0.87
Net income	$ 0.45	$ 0.57	$ 0.70	$ 0.91
Diluted income (loss) per common share:				
Continuing operations	0.45	(0.30)	0.69	0.04
Discontinued operations	—	0.87	0.01	0.87
Net income	$ 0.45	$ 0.57	$ 0.70	$ 0.91
Weighted average number of common shares outstanding:				
Basic	51,567,164	51,311,234	51,538,730	51,216,814
Diluted	51,583,491	51,311,234	51,550,584	51,298,603

See Accompanying Notes to Unaudited Consolidated Financial Statements

REVLON, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIENCY AND COMPREHENSIVE INCOME (LOSS)
(dollars in millions)

	Common Stock	Additional Paid-In-Capital	Treasury Stock	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Deficiency
Balance, January 1, 2009	$ 0.5	$ 1,000.9	$ (3.6)	$ (1,927.5)	$ (183.1)	$ (1,112.8)
Stock option compensation		0.2				0.2
Amortization of deferred compensation for restricted stock		4.4				4.4
Treasury stock acquired, at cost(a)			(0.7)			(0.7)
Comprehensive income:						
Net income				36.0		36.0
Revaluation of financial derivative instruments(b)					3.0	3.0
Currency translation adjustment					9.0	9.0
Amortization of pension related costs(c)					8.9	8.9
Pension re-measurement(d)					(0.6)	(0.6)
Pension curtailment gain(d)					9.2	9.2
Total comprehensive income						65.5
Balance, September 30, 2009	$ 0.5	$ 1,005.5	$ (4.3)	$ (1,891.5)	$ (153.6)	$ (1,043.4)

(a) Pursuant to the share withholding provisions of the Third Amended and Restated Revlon, Inc. Stock Plan (the "Stock Plan"), certain employees and executives, in lieu of paying withholding taxes on the vesting of certain restricted stock, authorized the withholding of an aggregate 84,623; 313; and 21,260 shares of Revlon, Inc. Class A Common Stock (as hereinafter defined) during the first, second and third quarters of 2009, respectively, to satisfy the minimum statutory tax withholding requirements related to such vesting. These shares were recorded as treasury stock using the cost method, at a weighted average price per share of $7.14, $5.36 and $5.22, respectively, based on the closing price of Revlon, Inc. Class A Common Stock as reported on the NYSE consolidated tape on the respective vesting dates, for a total of $0.7 million.

(b) Amount relates to (1) the change in net unrealized losses of $1.4 million on the Interest Rate Swaps (as hereinafter defined) (See Note 10, "Financial Instruments") and (2) the reversal of amounts recorded in Accumulated Other Comprehensive Loss pertaining to net settlement receipts of $0.8 million and net settlement payments of $5.2 million on the Interest Rate Swaps.

(c) The amortization of pension related costs of $8.9 million includes a non-cash curtailment gain of $0.8 million recognized in earnings in the second quarter of 2009 related to the recognition of previously unrecognized prior service costs resulting from the May 2009 Pension Plan Amendments (as defined in Note 2, "Post-retirement Benefits"). (See Note 6, "Comprehensive Income").

(d) The $0.6 million increase in pension liabilities recorded within Accumulated Other Comprehensive Loss is the result of the re-measurement of the pension liabilities performed in the second quarter of 2009 in connection with the May 2009 Pension Plan Amendments, as well as the May 2009 Program (as defined in Note 7, "Restructuring Costs and Other, Net"). In connection with the May 2009 Pension Plan Amendments, the Company also recognized a curtailment gain of $9.2 million in the second quarter of 2009, which reduced its pension liability and was recorded as an offset against the net actuarial losses previously reported within Accumulated Other Comprehensive Loss. (See Note 2, "Post-retirement Benefits").

See Accompanying Notes to Unaudited Consolidated Financial Statements

REVLON, INC. AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
(dollars in millions)

	Nine Months Ended September 30,	
	2009	2008
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 36.0	$ 46.6
Adjustments to reconcile net income to net cash provided by operating activities:		
(Income) loss from discontinued operations, net of taxes	(0.3)	0.5
Depreciation and amortization	49.7	69.2
Amortization of debt discount	0.5	0.5
Stock compensation amortization	4.6	5.4
Loss on early extinguishment of debt	—	0.7
Gain on repurchase of debt	(7.8)	—
Gain on disposal of discontinued operations	—	(45.2)
Gain on sale of certain assets including a non-core trademark	(1.6)	(12.5)
Change in assets and liabilities:		
Decrease in trade receivables	8.3	14.7
Decrease (increase) in inventories	24.0	(19.3)
Decrease (increase) in prepaid expenses and other current assets	0.8	(7.7)
(Decrease) increase in accounts payable	(0.7)	16.9
(Decrease) increase in accrued expenses and other current liabilities	(26.5)	4.3
Purchase of permanent displays	(26.1)	(36.4)
Other, net	16.3	6.2
Net cash provided by operating activities	77.2	43.9
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(10.9)	(15.1)
Proceeds from the sale of assets of discontinued operations	—	107.6
Proceeds from the sale of certain assets including a non-core trademark	2.3	10.1
Net cash (used in) provided by investing activities	(8.6)	102.6
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net decrease in short-term borrowings and overdraft	(7.1)	(2.0)
Repayment under the 2006 Revolving Credit Facility, net	—	(45.7)
Proceeds from the issuance of long-term debt — affiliates	—	170.0
Repayment of long-term debt	(49.9)	(169.6)
Repayment of long-term debt — affiliates	—	(63.0)
Payment of financing costs	(4.2)	(3.0)
Net cash used in financing activities	(61.2)	(113.3)
CASH FLOWS FROM DISCONTINUED OPERATIONS ACTIVITIES:		
Net cash provided by (used in) operating activities of discontinued operations	0.2	(9.6)
Net cash used in financing activities of discontinued operations	—	(0.4)
Change in cash from discontinued operations	—	(1.0)
Net cash provided by (used in) discontinued operations	0.2	(11.0)
Effect of exchange rate changes on cash and cash equivalents	2.1	(1.1)
Net increase in cash and cash equivalents	9.7	21.1
Cash and cash equivalents at beginning of period	52.8	45.1
Cash and cash equivalents at end of period	$ 62.5	$ 66.2
Supplemental schedule of cash flow information:		
Cash paid during the period for:		
Interest	$ 66.1	$ 84.2
Income taxes, net of refunds	$ 9.7	$ 20.9
Supplemental schedule of non-cash investing and financing activities:		
Treasury stock received to satisfy minimum tax withholding liabilities	$ 0.7	$ 1.0

See Accompanying Notes to Unaudited Consolidated Financial Statements

REVLON, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(except where otherwise noted, all tabular amounts in millions, except share and per share amounts)

(1) Description of Business and Basis of Presentation

Revlon, Inc. (together with its subsidiaries, the “Company”) conducts its business exclusively through its direct wholly-owned operating subsidiary, Revlon Consumer Products Corporation (“Products Corporation”) and its subsidiaries. The Company’s vision is to provide glamour, excitement and innovation to consumers through high-quality products at affordable prices. The Company operates in a single segment and manufactures, markets and sells an extensive array of cosmetics, women’s hair color, beauty tools, fragrances, skincare, anti-perspirants/deodorants and other beauty care products. The Company’s principal customers include large mass volume retailers and chain drug and food stores in the U.S., as well as certain department stores and other specialty stores, such as perfumeries, outside the U.S. The Company also sells beauty products to U.S. military exchanges and commissaries and has a licensing business pursuant to which the Company licenses certain of its key brand names to third parties for the manufacture and sale of complementary beauty-related products and accessories in exchange for royalties.

Revlon, Inc. is a direct and indirect majority-owned subsidiary of MacAndrews & Forbes Holdings Inc. (“MacAndrews & Forbes Holdings” and, together with certain of its affiliates other than the Company, “MacAndrews & Forbes”), a corporation wholly owned by Ronald O. Perelman.

The accompanying Consolidated Financial Statements are unaudited. In management’s opinion, all adjustments necessary for a fair presentation have been made. The Unaudited Consolidated Financial Statements include the accounts of the Company after elimination of all material intercompany balances and transactions.

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and reported amounts of revenues and expenses during the periods presented. Actual results could differ from these estimates. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the consolidated financial statements in the period they are determined to be necessary. Significant estimates made in the accompanying Unaudited Consolidated Financial Statements include, but are not limited to, allowances for doubtful accounts, inventory valuation reserves, expected sales returns and allowances, certain assumptions related to the recoverability of intangible and long-lived assets, reserves for estimated tax liabilities, restructuring costs, certain estimates and assumptions used in the calculation of the net periodic benefit costs and the projected benefit obligations for the Company’s pension and other post-retirement plans, including the expected long-term return on pension plan assets and the discount rate used to value the Company’s pension benefit obligations. The Unaudited Consolidated Financial Statements should be read in conjunction with the consolidated financial statements and related notes contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2008, filed with the Securities and Exchange Commission (the “SEC”) on February 25, 2009 (the “2008 Form 10-K”).

The Company’s results of operations and financial position for interim periods are not necessarily indicative of those to be expected for a full year.

The Company has evaluated subsequent events occurring through October 29, 2009, which is the date the Company’s financial statements for the third quarter of 2009 were issued. (See Note 12, “Subsequent Events”, regarding the consummation of the Exchange Offer (as hereinafter defined) on October 8, 2009 and the October 2009 Note Repurchases (as hereinafter defined)).

(2) Post-retirement Benefits

In May 2009, and effective December 31, 2009, Products Corporation amended its U.S. qualified defined benefit pension plan (the Revlon Employees' Retirement Plan), covering a substantial portion of the Company's employees in the U.S., to cease future benefit accruals under such plan after December 31, 2009. Products Corporation also amended its non-qualified pension plan (the Revlon Pension Equalization Plan) to similarly cease future benefit accruals under such plan after December 31, 2009. In connection with such amendments, all benefits accrued under such plans through December 31, 2009 will remain in effect and no additional benefits will accrue after December 31, 2009, other than interest credits on participant account balances under the cash balance program of the Company's U.S. pension plans. Also, service credits for vesting and early retirement eligibility will continue to accrue in accordance with the terms of the respective plans. (The plan amendments described above in this Note 2 are hereinafter referred to as the "May 2009 Pension Plan Amendments.")

In May 2009, Products Corporation also amended, effective December 31, 2009, its qualified and non-qualified defined contribution savings plans for its U.S.-based employees which created a new discretionary profit sharing component under such plans that will enable the Company, should it elect to do so, to make discretionary profit sharing contributions. The Company will determine in the fourth quarter of each year whether and, if so, to what extent, profit sharing contributions would be made for the following year. (The savings plan amendments described above are hereinafter referred to as the "May 2009 Savings Plan Amendments" and, together with the May 2009 Pension Plan Amendments, as the "May 2009 Plan Amendments").

During the second quarter of 2009, the Company recorded an $8.6 million decrease in its pension liabilities which was offset against accumulated other comprehensive income (loss) as a result of the pension curtailment and the re-measurement of the pension liabilities performed in the second quarter of 2009 in connection with the May 2009 Pension Plan Amendments and the May 2009 Program (as defined in Note 7, "Restructuring Costs and Other, Net"). The net decrease in pension liabilities is comprised of a non-cash curtailment gain of approximately $9.2 million which was recorded in the second quarter of 2009 as an offset against the net actuarial losses previously reported within accumulated other comprehensive income (loss), partially offset by a net increase in pension liabilities of $0.6 million as a result of the re-measurements noted above.

In the three and nine months ended September 30, 2009, the Company recognized higher pension expense driven primarily by the significant decline in pension asset values in 2008, partially offset by a decrease in pension expense of $0.8 million and $1.9 million for the three and nine months ended September 30, 2009, respectively, as a result of the May 2009 Pension Plan Amendments and the May 2009 Program, as noted above. The pension expense for the nine months ended September 30, 2009 includes a non-cash curtailment gain of $0.8 million related to the recognition of previously unrecognized prior service costs that had been reported in accumulated other comprehensive loss in the second quarter of 2009.

REVLON, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(except where otherwise noted, all tabular amounts in millions, except share and per share amounts)

After giving effect to the re-measurements of pension liabilities resulting from the May 2009 Pension Plan Amendments and the May 2009 Program, the components of net periodic benefit costs for the pension and the other post-retirement benefit plans for the third quarter of 2009 and 2008, respectively, are as follows:

	Pension Plans Three Months Ended September 30,		Other Post-retirement Benefit Plans Three Months Ended September 30,	
	2009	2008	2009	2008
Net periodic benefit costs:				
Service cost	$ 1.8	$ 2.1	$ —	$ —
Interest cost	8.6	8.7	0.2	0.2
Expected return on plan assets	(7.0)	(9.4)	—	—
Amortization of prior service cost	—	(0.1)	—	—
Amortization of actuarial loss	3.1	0.3	0.1	0.1
	$ 6.5	$ 1.6	$0.3	$0.3

After giving effect to the re-measurements of pension liabilities resulting from the May 2009 Pension Plan Amendments and the May 2009 Program, the components of net periodic benefit costs for the pension and the other post-retirement benefit plans for the nine-month period ended September 30, 2009 and 2008, respectively, are as follows:

	Pension Plans Nine Months Ended September 30,		Other Post-retirement Benefit Plans Nine Months Ended September 30,	
	2009	2008	2009	2008
Net periodic benefit costs:				
Service cost	$ 5.8	$ 6.3	$ —	$ —
Interest cost	26.0	26.0	0.6	0.6
Expected return on plan assets	(20.6)	(28.1)	—	—
Amortization of prior service cost	(0.1)	(0.3)	—	—
Amortization of actuarial loss	9.7	1.0	0.1	0.2
Curtailment gain	(0.8)	—	—	—
	20.0	4.9	0.7	0.8
Portion allocated to Revlon Holdings LLC	(0.1)	(0.1)	—	—
	$ 19.9	$ 4.8	$0.7	$0.8

The Company expects net periodic benefit costs for the pension and the other post-retirement benefit plans to be approximately $25 million to $30 million for all of 2009. The Company currently expects to contribute approximately $25 million in the aggregate to its pension plans and other post-retirement benefits plans in 2009. During the third quarter of 2009, $8.0 million and $0.3 million were contributed to the Company's pension plans and other post-retirement benefit plans, respectively. During the nine-month period ended September 30, 2009, $17.9 million and $0.8 million were contributed to the Company's pension plans and other post-retirement benefit plans, respectively.

Relevant aspects of the qualified defined benefit pension plans, nonqualified pension plans and other post-retirement benefit plans sponsored by Products Corporation are disclosed in the Company's 2008 Form 10-K.

(except where otherwise noted, all tabular amounts in millions, except share and per share amounts)

(3) Inventories

	September 30, 2009	December 31, 2008
Raw materials and supplies	$ 48.0	$ 57.6
Work-in-process	12.7	16.6
Finished goods	75.7	80.0
	$ 136.4	$ 154.2

(4) Discontinued Operations

In July 2008, the Company disposed of the non-core Bozzano business, a men's hair care and shaving line of products, and certain other non-core brands, including Juvena and Aquamarine, which were sold only in the Brazilian market (the "Bozzano Sale Transaction"). The transaction was effected through the sale of the Company's indirect Brazilian subsidiary, Ceil Comércio E Distribuidora Ltda. ("Ceil"), to Hypermarcas S.A., a Brazilian publicly-traded, consumer products corporation. The purchase price was approximately $107 million in cash, including approximately $3 million in cash on Ceil's balance sheet on the closing date. Net proceeds, after the payment of taxes and transaction costs, were approximately $95 million.

During the third quarter of 2008, the Company recorded a one-time gain from the Bozzano Sale Transaction of $45.2 million, net of taxes of $10.4 million. Included in this gain calculation is a $37.3 million elimination of currency translation adjustments.

The income statements for the three-month and nine-month periods ended September 30, 2009 and 2008, respectively, were adjusted to reflect Ceil as a discontinued operation (which was previously reported in the Latin America region). The following table summarizes the results of discontinued operations for each of the respective periods:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
Net sales	$ —	$ 2.1	$ —	$20.6
Operating (loss) income	—	(0.6)	—	0.1
(Loss) income before income taxes	—	(0.8)	—	0.1
(Benefit) provision for income taxes	—	—	(0.3)	0.6
Net (loss) income	—	(0.8)	0.3	(0.5)

(5) Basic and Diluted Earnings (Loss) Per Common Share

Shares used in basic earnings (loss) per share are computed using the weighted average number of common shares outstanding during each period. Shares used in diluted earnings (loss) per share include the dilutive effect of unvested restricted shares and outstanding stock options under the Stock Plan using the treasury stock method. For the three- and nine-month periods ended September 30, 2009 and 2008, options to purchase 1,251,261 and 2,020,441 shares, respectively, of Revlon, Inc. Class A common stock, par value of $0.01 per share (the "Class A Common Stock"), that could potentially dilute basic earnings per share in the future were excluded from the calculation of diluted earnings (loss) per common share as their effect would be anti-dilutive.

For the three- and nine-month periods ended September 30, 2009, 1,204,955 and 1,209,428 shares, respectively, of unvested restricted stock that could potentially dilute basic earnings per share in the future were excluded from the calculation of diluted earnings (loss) per common share as their effect would be anti-dilutive.

For the three- and nine-month periods ended September 30, 2008, 820,115 and 738,326 shares, respectively, of unvested restricted stock that could potentially dilute basic earnings per share in the future were excluded from the calculation of diluted earnings (loss) per common share as their effect would be anti-dilutive.

The components of basic and diluted earnings (loss) per share for the third quarter of 2009 and 2008 and the nine-month period ended September 30, 2009 and 2008, respectively, are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
	(shares in millions)			
Numerator:				
Income (loss) from continuing operations	$ 23.1	$ (15.2)	$ 35.7	$ 1.9
Income from discontinued operations	—	44.4	0.3	44.7
Net income	$ 23.1	$ 29.2	$ 36.0	$ 46.6
Denominator:				
Weighted average common shares outstanding — Basic	51.57	51.31	51.54	51.22
Effect of dilutive restricted stock	0.01	—	0.01	0.08
Weighted average common shares outstanding — Diluted	51.58	51.31	51.55	51.30
Basic earnings (loss) per share:				
Continuing operations	$ 0.45	$ (0.30)	$ 0.69	$ 0.04
Discontinued operations	—	0.87	0.01	0.87
Net income	$ 0.45	$ 0.57	$ 0.70	$ 0.91
Diluted earnings (loss) per share:				
Continuing operations	$ 0.45	$ (0.30)	$ 0.69	$ 0.04
Discontinued operations	—	0.87	0.01	0.87
Net income	$ 0.45	$ 0.57	$ 0.70	$ 0.91

Reverse Stock Split

In September 2008, Revlon, Inc. effected a 1-for-10 reverse stock split (the "Reverse Stock Split") of Revlon, Inc.'s Class A Common Stock and Class B common stock, par value of $0.01 per share (the "Class B Common Stock" and together with Class A Common Stock, the "Common Stock"). As a result of the Reverse Stock Split, each ten shares of Revlon, Inc.'s Class A Common Stock and Class B Common Stock issued and outstanding at 11:59 p.m. on September 15, 2008 were automatically combined into one share of Class A Common Stock and Class B Common Stock, respectively.

(except where otherwise noted, all tabular amounts in millions, except share and per share amounts)

(6) Comprehensive Income

The components of comprehensive income for the third quarter of 2009 and 2008 and nine-month period ended September 30, 2009 and 2008, respectively, are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
Net income	$ 23.1	$ 29.2	$ 36.0	$ 46.6
Other comprehensive income (loss):				
Revaluation of financial derivative instruments(a)	1.7	(0.1)	3.0	1.4
Currency translation adjustment	1.6	(3.7)	9.0	(7.8)
Amortization of pension related costs(b)	3.2	0.3	8.9	0.8
Elimination of currency translation adjustments related to Bozzano Sale Transaction	—	37.3	—	37.3
Pension re-measurement(c)	—	—	(0.6)	—
Pension curtailment gain(c)	—	—	9.2	—
Other comprehensive income	6.5	33.8	29.5	31.7
Total comprehensive income	$ 29.6	$ 63.0	$ 65.5	$ 78.3

(a) Amount for the nine months ended September 30, 2009 relates to (1) the change in net unrealized losses of $1.4 million on the Interest Rate Swaps (see Note 10, “Financial Instruments”) and (2) the reversal of amounts recorded in Accumulated Other Comprehensive Loss pertaining to net settlement receipts of $0.8 million and net settlement payments of $5.2 million on the Interest Rate Swaps.

(b) The amortization of pension related costs of $8.9 million during the nine months ended September 30, 2009 includes a non-cash curtailment gain of $0.8 million recognized in earnings in the second quarter of 2009 related to the recognition of previously unrecognized prior service costs resulting from the May 2009 Pension Plan Amendments. (See Note 2, “Post-retirement Benefits”).

(c) The $0.6 million increase in pension liabilities recorded within Accumulated Other Comprehensive Loss is the result of the re-measurement of the pension liabilities performed in the second quarter of 2009 in connection with the May 2009 Pension Plan Amendments, as well as the May 2009 Program. In connection with the May 2009 Pension Plan Amendments, the Company also recognized a curtailment gain of $9.2 million in the second quarter of 2009, which reduced its pension liability and was recorded as an offset against the net actuarial losses previously reported within Accumulated Other Comprehensive Loss. (See Note 2, “Post-retirement Benefits”).

(7) Restructuring Costs and Other, Net

During the third quarter of 2009, the Company recorded charges of $2.6 million in restructuring costs and other related to the worldwide organizational restructuring announced in May 2009 (the “May 2009 Program”), which involved consolidating certain functions; reducing layers of management, where appropriate, to increase accountability and effectiveness; streamlining support functions to reflect the new organizational structure; and further consolidating the Company’s office facilities in New Jersey.

During the third quarter of 2008, the Company recorded expense of $0.3 million to restructuring costs and other, net, primarily due to restructuring costs related to the Company’s decision to close and sell its facility in Mexico.

REVLON, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(except where otherwise noted, all tabular amounts in millions, except share and per share amounts)

During the nine-month period ended September 30, 2009, the Company recorded charges of $21.4 million in restructuring costs and other, net, which are comprised of:

- a $20.8 million charge related to the May 2009 Program;
- $1.2 million of charges related to employee severance and other employee-related termination costs related to restructuring actions in the U.K., Mexico and Argentina announced in the first quarter of 2009 (together with the May 2009 Program, the "2009 Programs"); and
- a $1.0 million charge related to the 2008 Programs (as hereinafter defined);

with the foregoing partially offset by

- income of $1.6 million related to the sale of a facility in Argentina in the first quarter of 2009.

All of the approximately $21 million of charges related to the May 2009 Program are expected to be paid out during 2009 to 2012, including approximately $12 million in 2009, $6 million in 2010 and the balance of $3 million to be paid thereafter.

During the nine-month period ended September 30, 2008, the Company recorded income of $11.3 million included in restructuring costs and other, net, primarily due to a gain of $6.8 million related to the sale of a facility in Mexico and a net gain of $5.9 million related to the sale of a non-core trademark. In addition, a $0.4 million reversal to restructuring costs in the third quarter of 2008 was associated with the 2006 Programs (as hereinafter defined), primarily due to charges for employee severance and other employee-related termination costs being slightly lower than estimated. These were partially offset by a charge of $1.8 million for the 2008 Programs, of which $0.8 million related to a restructuring in Canada and $1.0 million related to the Company's decision to close and sell its facility in Mexico.

The Company recorded restructuring costs related to various restructuring plans during 2006 (the "2006 Programs"), 2007 (the "2007 Programs") and 2008 (the "2008 Programs"). (See Note 3, "Restructuring Costs and Other, Net" to the Consolidated Financial Statements in the Company's 2008 Form 10-K).

Details of the activities described above during the nine-month period ended September 30, 2009 are as follows:

	Balance as of January 1, 2009	Expenses (Income), Net	Utilized, Net		Balance as of September 30, 2009
			Cash	Noncash	
Employee severance and other personnel benefits:					
2006 Programs	$ 0.3	$ —	$ (0.2)	$ —	$ 0.1
2007 Programs	0.1	—	(0.1)	—	—
2008 Programs	3.0	1.0	(3.0)	—	1.0
2009 Programs	—	19.4	(7.4)	—	12.0
	3.4	20.4	(10.7)	—	13.1
Leases and equipment write-offs	—	2.6	(0.1)	—	2.5
Total restructuring accrual	$ 3.4	23.0	$(10.8)	$ —	$ 15.6
Gain on sale of Argentina facility		(1.6)			
Total restructuring costs and other, net		$ 21.4			

(except where otherwise noted, all tabular amounts in millions, except share and per share amounts)

(8) Geographic Information

The Company manages its business on the basis of one reportable operating segment. As of September 30, 2009, the Company had operations established in 14 countries outside of the U.S. and its products are sold throughout the world. Generally, net sales by geographic area are presented by attributing revenues from external customers on the basis of where the products are sold to consumers.

In the tables below, certain prior year amounts have been reclassified to conform to the current period's presentation.

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2009		2008		2009		2008	
Geographic area:								
Net sales:								
United States	$183.7	*56%*	$189.4	*57%*	$560.9	*59%*	$ 583.0	*58%*
International	142.5	*44%*	145.0	*43%*	390.4	*41%*	429.6	*42%*
	$326.2		$334.4		$951.3		$1,012.6	

	September 30, 2009		December 31, 2008	
Long-lived assets:				
United States	$300.3	*79%*	$308.3	*80%*
International	81.1	*21%*	76.6	*20%*
	$381.4		$384.9	

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2009		2008		2009		2008	
Classes of similar products:								
Net sales:								
Color cosmetics	$196.4	*60%*	$211.2	*63%*	$597.5	*63%*	$ 649.2	*64%*
Beauty care and fragrance	129.8	*40%*	123.2	*37%*	353.8	*37%*	363.4	*36%*
	$326.2		$334.4		$951.3		$1,012.6	

(9) Fair Value Measurements

The Fair Value Measurements and Disclosures Topic of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("Fair Value Measurements and Disclosures Topic") clarifies the definition of fair value of assets and liabilities, establishes a framework for measuring fair value of assets and liabilities and expands the disclosures on fair value measurements. The Fair Value Measurements and Disclosures Topic was effective for fiscal years beginning after November 15, 2007 for financial assets. The FASB deferred the effective date until the fiscal years beginning after November 15, 2008 as it relates to the fair value measurement requirements for non-financial assets and liabilities that are initially measured at fair value, but not measured at fair value in subsequent periods. These non-financial assets include goodwill and other indefinite-lived intangible assets which are included within other assets. The Company adopted the provisions of the Fair Value Measurements and Disclosures Topic with respect to financial assets and liabilities effective January 1, 2008 and with respect to non-financial assets and liabilities effective as of January 1, 2009, neither of which had a material impact on the Company's results of operations and/or financial condition.

(except where otherwise noted, all tabular amounts in millions, except share and per share amounts)

The fair value framework of the Fair Value Measurements and Disclosures Topic requires the categorization of assets and liabilities into three levels based upon the assumptions used to price the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3, if applicable, generally would require significant management judgment. The three levels for categorizing assets and liabilities fair value measurement requirements are as follows:

- Level 1: Fair valuing the asset or liability using observable inputs, such as quoted prices in active markets for identical assets or liabilities;
- Level 2: Fair valuing the asset or liability using inputs other than quoted prices that are observable for the applicable asset or liability, either directly or indirectly, such as quoted prices for similar (as opposed to identical) assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active; and
- Level 3: Fair valuing the asset or liability using unobservable inputs that reflect the Company's own assumptions regarding the applicable asset or liability.

As of September 30, 2009, the fair values of the Company's financial assets and liabilities, namely its foreign currency forward exchange contracts and the Interest Rate Swap transaction (as hereinafter defined), are categorized as presented in the table below:

	Total	Level 1	Level 2	Level 3
Assets:				
Foreign currency forward exchange contracts(a)	$0.2	$ —	$ 0.2	$ —
Total assets at fair value	$0.2	$ —	$ 0.2	$ —
Liabilities:				
Interest Rate Swap(b)	$2.5	$ —	$ 2.5	$ —
Foreign currency forward exchange contracts(a)	3.6	—	3.6	—
Total liabilities at fair value	$6.1	$ —	$ 6.1	$ —

(a) Based on observable market transactions of spot and forward rates.

(b) Based on three-month U.S. Dollar LIBOR.

(10) Financial Instruments

The fair value of the Company's debt, including the current portion of long-term debt, is based on the quoted market prices for the same issues or on the current or implied rates offered to the Company for debt of the same remaining maturities. The estimated fair value of such debt at September 30, 2009 and December 31, 2008, respectively, was approximately $76.6 million and $360.1 million less than the carrying values of $1,271.5 million and $1,329.1 million, respectively.

Products Corporation also maintains standby and trade letters of credit with certain banks for various corporate purposes under which Products Corporation is obligated, of which approximately $11.6 million and $13.1 million (including amounts available under credit agreements in effect at that time) were maintained at September 30, 2009 and December 31, 2008, respectively. Included in these amounts is approximately $9.3 million at September 30, 2009 and December 31, 2008, respectively, in standby letters of credit, which support Products Corporation's self-insurance programs. The estimated liability under such programs is accrued by Products Corporation.

The carrying amounts of cash and cash equivalents, marketable securities, trade receivables, notes receivable, accounts payable and short-term borrowings approximate their fair-values.

Derivative Financial Instruments

The Company uses derivative financial instruments, primarily (1) foreign currency forward exchange contracts ("FX Contracts") intended for the purpose of managing foreign currency exchange risk by reducing the effects of fluctuations in foreign currency exchange rates on the Company's net cash flows and (2) interest rate swap transactions intended for the purpose of managing interest rate risk by fixing the interest rate on a portion of Products Corporation's indebtedness.

While the Company may be exposed to credit loss in the event of the counterparty's non-performance, the Company's exposure is limited to the net amount that Products Corporation would have received, if any, from the counterparty over the remaining balance of the terms of the FX Contracts and Interest Rate Swap (as hereinafter defined). The Company does not anticipate any non-performance and, furthermore, even in the case of any non-performance by the counterparty, the Company expects that any such loss would not be material.

Foreign Currency Forward Exchange Contracts

The Company enters into FX Contracts primarily to hedge the anticipated net cash flows resulting from inventory purchases and intercompany payments denominated in currencies other than the local currencies of the Company's foreign and domestic operations. Such FX Contracts generally have maturities of less than one year. The Company does not apply hedge accounting to FX Contracts. The Company records these FX Contracts in the consolidated balance sheet at fair value and changes in fair value are immediately recognized in earnings. Fair value is determined by using observable market transactions of spot and forward rates (i.e., Level 2 inputs).

The U.S. dollar notional amount of the FX Contracts outstanding at September 30, 2009 and December 31, 2008 was $53.3 million and $41.0 million, respectively.

Interest Rate Swap Transactions

In September 2009, one of the Company's two floating-to-fixed interest rate swaps, with a notional amount of $150.0 million, expired. Therefore, as of September 30, 2009, the Company had one floating-to-fixed interest rate swap transaction with a notional amount of $150.0 million relating to indebtedness under Products Corporation's 2006 Term Loan Facility, which expires in April 2010 (the "Interest Rate Swap", and together with the interest rate swap which expired in September 2009, the "Interest Rate Swaps"). The Interest Rate Swap has been designated as a cash flow hedge of the variable interest rate payments on Products Corporation's 2006 Term Loan Facility (as defined below) under the Derivatives and Hedging Topic of the FASB Accounting Standards Codification ("Derivatives and Hedging Topic").

(except where otherwise noted, all tabular amounts in millions, except share and per share amounts)

Table of Contents

Quantitative Information — Derivative Financial Instruments

The Company adopted the provisions of the Derivatives and Hedging Topic as of December 31, 2008. As required by the Derivatives and Hedging Topic, the effects of the Company's derivative instruments on its consolidated financial statements were as follows:

(a) Fair Value of Derivative Financial Instruments in Consolidated Balance Sheet:

	Fair Values of Derivative Instruments					
	Assets			Liabilities		
Derivatives under the Derivatives and Hedging Topic:	**Balance Sheet Classification**	**September 30, 2009 Fair Value**	**December 31, 2008 Fair Value**	**Balance Sheet Classification**	**September 30, 2009 Fair Value**	**December 31, 2008 Fair Value**
Derivatives designated as hedging instruments:						
Interest Rate Swaps(a)	Prepaid expenses	$ —	$ 0.8	Accrued expenses	$ 2.5	$ 5.5
	Other long-term assets	—	—	Other long-term liabilities	—	1.0
Derivatives not designated as hedging instruments:						
FX Contracts(b)	Prepaid expenses	0.2	2.2	Accrued expenses	3.6	0.2
		$ 0.2	$ 3.0		$ 6.1	$ 6.7

(a) Fair value is determined by using the applicable LIBOR.

(b) Fair value is determined by using observable market transactions of spot and forward rates.

(b) Effects of Derivative Financial Instruments on Income and Other Comprehensive Income (Loss) ("OCI"):

	Derivative Instruments Gain (Loss) Effect on Consolidated Statement of Operations as of September 30,						
	Amount of Gain (Loss) Recognized in OCI (Effective Portion)		Income Statement Classification of Gain (Loss) Reclassified from OCI to Income	Amount of Gain (Loss) Reclassified from OCI to Income (Effective Portion)		Amount of Gain (Loss) Recognized in Interest Expense (Ineffective Portion)	
	2009	**2008**		**2009**	**2008**	**2009**	**2008**
Derivatives designated as cash flow hedges:							
Interest Rate Swaps	$ (2.4)	$ (0.7)	Interest expense	$ (4.2)	$ (1.3)	$ —	$ (0.2)

	Amount of Gain (Loss) Recognized in Foreign Currency Gains (Losses), Net	
	2009	**2008**
Derivatives not designated as hedging instruments:		
FX Contracts	$ (5.1)	$ 1.6

(except where otherwise noted, all tabular amounts in millions, except share and per share amounts)

(11) Long-term Debt

	September 30, 2009	December 31, 2008
2006 Term Loan Facility due 2012[a]	$ 815.0	$ 833.7
2006 Revolving Credit Facility due 2012[a]	—	—
MacAndrews & Forbes Senior Subordinated Term Loan due 2010[b]	107.0	107.0
$9^1/_2$% Senior Notes due 2011, net of discounts	349.4	388.2
Other long-term debt	0.1	0.2
	1,271.5	1,329.1
Less current portion[c]	(16.7)	(18.9)
	$ 1,254.8	$ 1,310.2

(a) See Note 9, "Long-Term Debt," to the Consolidated Financial Statements in the Company's 2008 Form 10-K for certain details regarding Products Corporation's term loan facility entered into in 2006 (the "2006 Term Loan Facility;" the agreement for such loan being referred to as the "2006 Term Loan Agreement") and Products Corporation's $160 million asset-based, multi-currency revolving credit agreement entered into in 2006 (the "2006 Revolving Credit Facility") (together, such facilities are referred to as the "2006 Credit Facilities," and such agreements are referred to as the "2006 Credit Agreements"), as well as for other details as to Products Corporation's other debt instruments.

(b) See Note 9, "Long-Term Debt," to the Consolidated Financial Statements in the Company's 2008 Form 10-K and Note 12, "Subsequent Events" of this Form 10-Q regarding the consummation of the Exchange Offer on October 8, 2009 for certain details regarding the MacAndrews & Forbes Senior Subordinated Term Loan. Such table does not reflect the reduction of Revlon, Inc.'s long-term debt as a result of the $48.6 million of aggregate principal amount of the Senior Subordinated Term Loan that MacAndrews & Forbes contributed to Revlon, Inc. in connection with the consummation of the Exchange Offer or the issuance of the Series A Preferred Stock (as hereinafter defined), which will initially be recorded as a long-term liability at its fair value of $47.9 million.

(c) The Company classified $16.6 million of long-term debt as a current liability, which is comprised of an estimate of the required "excess cash flow" payment (as defined under the 2006 Term Loan Agreement) to be made in 2010, which is based upon the actual 2008 "excess cash flow" payment made in the first quarter of 2009. (See below under "Debt Reduction Transactions — 2006 Term Loan Facility").

Debt Reduction Transactions

In the three- and nine-month periods ended September 30, 2009, Products Corporation reduced its long-term indebtedness by $9.9 million and $57.6 million, respectively, primarily as a result of the following transactions:

2006 Term Loan Facility: In January 2009, Products Corporation made a required quarterly amortization payment of $2.1 million under its 2006 Term Loan Facility. In February 2009, Products Corporation repaid $16.6 million in principal amount under its 2006 Term Loan Facility satisfying the requirement under the 2006 Term Loan Agreement to repay term loan indebtedness with 50% of its 2008 "excess cash flow" (as defined under such agreement), which repayment fully offset Products Corporation's required quarterly term loan amortization payments of $2.1 million per quarter that would otherwise have been due on April 15, 2009, July 15, 2009, October 15, 2009, January 15, 2010, April 15, 2010, July 15, 2010, October 15, 2010 and $1.9 million of the amortization payment otherwise due on January 15, 2011. At September 30, 2009, the principal amount outstanding under Products Corporation's 2006 Term Loan Facility was approximately $815 million.

9½% Senior Notes: In the third quarter of 2009, Products Corporation used $8.2 million to repurchase an aggregate principal amount of $8.6 million of its 9½% Senior Notes due April 1, 2011 (the "9½% Senior Notes") and paid an additional $0.4 million of accrued and unpaid interest and fees through the respective dates of the repurchases. In the first nine months of 2009, Products Corporation used $31.0 million to repurchase an aggregate principal amount of $39.5 million of its 9½% Senior Notes and paid an additional $1.7 million of accrued and unpaid interest and fees through the respective dates of the repurchases. As a result of these 2009 repurchases, the Company recorded a gain of $0.3 million during the third quarter of 2009 and a gain of $7.8 million during the first nine months of 2009, which are net of the write-off of the ratable portion of unamortized debt discounts and deferred financing fees. After these repurchases, the repurchased notes were cancelled and there remained outstanding $350.5 million aggregate principal amount of the 9½% Senior Notes, or $349.4 million net of discounts, at September 30, 2009. (See Note 12, "Subsequent Events", regarding the October 2009 Note Repurchases).

(12) Subsequent Events

Revlon, Inc. Exchange Offer

On October 8, 2009, Revlon, Inc. consummated its exchange offer (as amended, the "Exchange Offer") in which each issued and outstanding share of Revlon, Inc.'s Class A Common Stock was exchangeable on a one-for-one basis for a newly-issued series of Revlon, Inc. preferred stock, par value $0.01 per share (the "Series A Preferred Stock"). Revlon, Inc. issued to stockholders (other than MacAndrews & Forbes and its affiliates) 9,336,905 shares of Series A Preferred Stock in exchange for the same number of shares of Class A Common Stock tendered for exchange in the Exchange Offer. The Class A Common Stock tendered in the Exchange Offer represented approximately 46% of the shares of Class A Common Stock held by stockholders other than MacAndrews & Forbes and its affiliates.

Each share of Series A Preferred Stock issued in the Exchange Offer has a liquidation preference of $5.21 per share, is entitled to receive a 12.75% annual dividend payable quarterly in cash and is mandatorily redeemable for cash four years from issuance (on October 8, 2013). Each share of Series A Preferred Stock entitles its holder to receive cash payments of approximately $7.87 over the four-year term of the Series A Preferred Stock, through the quarterly payment of 12.75% annual cash dividends and a $5.21 per share liquidation preference at maturity (assuming Revlon, Inc. does not engage in one of certain specified change of control transactions). If Revlon, Inc. engages in one of certain specified change of control transactions (not including any transaction with MacAndrews & Forbes) within three years of consummation of the Exchange Offer, the holders of the Series A Preferred Stock will have the right to receive a special dividend if the per share equity value of the Company in the change of control transaction is higher than the liquidation preference plus paid and accrued and unpaid dividends on the Series A Preferred Stock, capped at an amount that would provide aggregate cash payments of up to $12.00 per share.

Upon consummation of the Exchange Offer, MacAndrews & Forbes contributed to Revlon, Inc. $48.6 million of the $107 million aggregate outstanding principal amount of the Senior Subordinated Term Loan between MacAndrews & Forbes and Products Corporation (the "Contributed Loan"), representing $5.21 of outstanding principal amount for each of the 9,336,905 shares of Revlon, Inc.'s Class A Common Stock tendered for exchange, and not withdrawn, in the Exchange Offer, and in consideration, Revlon, Inc. issued to MacAndrews & Forbes one share of Class A Common Stock for each share of Class A Common Stock tendered for exchange, and not withdrawn, in the Exchange Offer, or 9,336,905 shares of Class A Common Stock. Upon consummation of the Exchange Offer, the terms of the Senior Subordinated Term Loan Agreement were amended to extend the maturity date on the $48.6 million Contributed Loan which remains owing from Products Corporation to Revlon, Inc. from August 2010 to the fourth anniversary of the consummation of the Exchange Offer (or on October 8, 2013), to change the annual interest rate on the Contributed Loan from 11% to 12.75%, to extend the maturity date on the $58.4 million principal amount of the Senior Subordinated Term Loan which remains owing from Products Corporation to MacAndrews & Forbes (the "Non-Contributed Loan") from August 2010 to the fifth anniversary of the consummation of the Exchange Offer (or on October 8, 2014) and to change the annual interest rate on the Non-Contributed Loan from 11% to 12%.

Immediately after the Exchange Offer, Revlon, Inc. had outstanding 10,898,432 shares of Class A Common Stock and 9,336,905 shares of Series A Preferred Stock held by stockholders other than MacAndrews & Forbes and its affiliates. An additional 37,544,640 shares of Class A Common Stock were beneficially owned as of such date by MacAndrews & Forbes and its affiliates, which also beneficially owns all 3,125,000 shares of Revlon, Inc.'s Class B Common Stock.

As a result of the Exchange Offer transactions:

- MacAndrews & Forbes and its affiliates beneficially owned as of such date in the aggregate 37,544,640 shares of Class A Common Stock, or 77.5% of the Class A Common Stock, all 3,125,000 shares of Revlon, Inc.'s Class B Common Stock and 78.9% of the combined Class A and Class B Common Stock (representing 77.3% of the combined voting power of the Class A and Class B Common Stock and the Series A Preferred Stock as of such date); and
- stockholders other than those affiliated with MacAndrews & Forbes and its affiliates beneficially owned as of such date 22.5% of the Class A Common Stock and all of the Series A Preferred Stock (which, together represented 22.7% of the combined voting power of the Common Stock and Series A Preferred Stock as of such date).

In connection with the Exchange Offer, the Series A Preferred Stock will initially be recorded by Revlon, Inc. as a long-term liability at its fair value of $47.9 million. The total amount to be paid by Revlon, Inc. at maturity is currently estimated to be approximately $48.6 million, which represents the $5.21 liquidation preference for each of the 9,336,905 shares of Series A Preferred Stock issued in the Exchange Offer.

In addition, in connection with Revlon, Inc.'s Exchange Offer, as of September 30, 2009, Revlon, Inc. had incurred capitalized fees of approximately $6.2 million related to the consummation of such offer, of which $4.2 million was paid as of September 30, 2009. As a result of the consummation of the Exchange Offer, these fees will be amortized by Revlon, Inc. over the four-year term of the Series A Preferred Stock.

Repurchases of 9 $^{1}/_{2}$% Senior Notes

In October 2009, Products Corporation used $9.9 million to repurchase an aggregate principal amount of $10.0 million of its 9 $^{1}/_{2}$% Senior Notes (the "October 2009 Note Repurchases") and paid an additional $0.1 million of accrued and unpaid interest and fees through the respective dates of the repurchases. After the October 2009 repurchases, the repurchased notes were cancelled and there remained outstanding $340.5 million aggregate principal amount of the 9 $^{1}/_{2}$% Senior Notes, or $339.5 million net of discounts, at October 29, 2009.

REVLON, INC. AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
(all tabular amounts in millions, except share and per share amounts)

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

Overview of the Business

The Company is providing this overview in accordance with the SEC's December 2003 interpretive guidance regarding Management's Discussion and Analysis of Financial Condition and Results of Operations.

Revlon, Inc. (together with its subsidiaries, the "Company") conducts its business exclusively through its direct wholly-owned operating subsidiary, Revlon Consumer Products Corporation ("Products Corporation") and its subsidiaries. Revlon, Inc. is a direct and indirect majority-owned subsidiary of MacAndrews & Forbes Holdings Inc. ("MacAndrews & Forbes Holdings" and together with certain of its affiliates other than the Company, "MacAndrews & Forbes"), a corporation wholly-owned by Ronald O. Perelman.

The Company's vision is to provide glamour, excitement and innovation to consumers through high-quality products at affordable prices. The Company operates in a single segment and manufactures, markets and sells an extensive array of cosmetics, women's hair color, beauty tools, anti-perspirants/deodorants, fragrances, skincare and other beauty care products. The Company is one of the world's leading cosmetics companies in the mass retail channel (as hereinafter defined). The Company believes that its global brand name recognition, product quality and marketing experience have enabled it to create one of the strongest consumer brand franchises in the world.

The Company's products are sold worldwide and marketed under such brand names as **Revlon,** including the **Revlon ColorStay, Revlon Super Lustrous** and **Revlon Age Defying** franchises, as well as the **Almay** brand, including the **Almay Intense i-Color** and **Almay Smart Shade** franchises, in cosmetics; **Revlon ColorSilk** women's hair color; **Revlon** beauty tools; **Mitchum** anti-perspirants/deodorants; **Charlie** and **Jean Naté** fragrances; and **Ultima II** and **Gatineau** skincare.

The Company's principal customers include large mass volume retailers, chain drug stores and food stores (collectively, the "mass retail channel") in the U.S., as well as certain department stores and other specialty stores, such as perfumeries outside the U.S. The Company also sells beauty products to U.S. military exchanges and commissaries and has a licensing business pursuant to which the Company licenses certain of its key brand names to third parties for the manufacture and sale of complementary beauty-related products and accessories in exchange for royalties.

The Company was founded by Charles Revson, who revolutionized the cosmetics industry by introducing nail enamels matched to lipsticks in fashion colors over 75 years ago. Today, the Company has leading positions in a number of its principal product categories in the U.S. mass retail channel, including color cosmetics (face, lip, eye and nail categories), women's hair color, beauty tools and anti-perspirants/deodorants. The Company also has leading positions in several product categories in certain foreign countries, including Australia, Canada and South Africa.

Overview of the Company's Strategy

The Company continues to focus on its strategy: (i) building and leveraging its strong brands; (ii) improving the execution of its strategies and plans, and providing for continued improvement in its organizational capability through enabling and developing its employees; (iii) continuing to strengthen its international business; (iv) improving its operating profit margins and cash flow; and (v) improving its capital structure.

REVLON, INC. AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
(all tabular amounts in millions, except share and per share amounts)

Overview of Net Sales and Earnings Results

Consolidated net sales in the third quarter of 2009 decreased $8.2 million, or 2.5%, to $326.2 million, as compared with $334.4 million in the third quarter of 2008. Consolidated net sales for the nine-month period ended September 30, 2009 decreased $61.3 million, or 6.1%, to $951.3 million, as compared with $1,012.6 million for the nine-month period ended September 30, 2008. Excluding the unfavorable impact of foreign currency fluctuations of $5.8 million and $42.8 million, consolidated net sales decreased by 0.7% and 1.8% in the third quarter of 2009 and in the nine-month period ended September 30, 2009, respectively.

In the United States, net sales in the third quarter of 2009 were $183.7 million, a decrease of $5.7 million, or 3.0%, compared to $189.4 million in the third quarter of 2008, primarily driven by lower net sales of **Revlon** color cosmetics, as well as lower net sales of **Revlon** beauty tools, partially offset by higher net sales of **Revlon ColorSilk** hair color. Net sales in the third quarter of 2008 were negatively impacted by higher returns and allowances related to certain beauty care products. In the nine-month period ended September 30, 2009, U.S. net sales were $560.9 million, a decrease of $22.1 million, or 3.8%, compared to $583.0 million in the nine-month period ended September 30, 2008, primarily driven by lower net sales of **Revlon** and **Almay** color cosmetics, **Mitchum** anti-perspirant/deodorant and **Revlon** beauty tools, partially offset by higher net sales of **Revlon ColorSilk** hair color.

In the Company's international operations, net sales in the third quarter of 2009 decreased by $2.5 million, or 1.7%, to $142.5 million, compared to $145.0 million in the third quarter of 2008 (while net sales increased 2.3%, excluding the unfavorable impact of foreign currency fluctuations). The growth in net sales, excluding the impact of foreign currency fluctuations, was primarily due to higher net sales of **Revlon ColorSilk** hair color, partially offset by lower net sales of **Revlon** color cosmetics. Excluding the impact of foreign currency fluctuations, higher net sales in the Company's Latin America and Asia Pacific regions in the third quarter of 2009, compared to the third quarter of 2008, were partially offset by lower net sales in the Company's Europe region. In the nine-month period ended September 30, 2009, international net sales decreased $39.2 million, or 9.1%, to $390.4 million, compared to $429.6 million in the nine-month period ended September 30, 2008 (while net sales increased 0.8% excluding the unfavorable impact of foreign currency fluctuations). The growth in net sales, excluding the impact of foreign currency fluctuations, was primarily due to higher net sales of **Revlon ColorSilk** hair color and **Revlon** color cosmetics, partially offset by lower net sales of certain beauty care products and **Almay** color cosmetics. Excluding the impact of foreign currency fluctuations, higher net sales in the Company's Latin America and Asia Pacific regions in the nine-month period ended September 30, 2009, compared to the nine-month period ended September 30, 2008, were partially offset by lower net sales in the Company's Europe region.

Consolidated net income for the third quarter of 2009 was $23.1 million, compared to $29.2 million in the third quarter of 2008. In the nine-month period ended September 30, 2009, consolidated net income was $36.0 million, compared to $46.6 million in the nine-month period ended September 30, 2008. Consolidated net income for the third quarter of 2009 and nine-month period ended September 30, 2009 included income from discontinued operations of nil and $0.3 million, respectively. The third quarter of 2008 benefited from income from discontinued operations of $44.4 million, which included a one-time gain of $45.2 million from the Company's disposition of the non-core Bozzano business and certain other non-core brands, including Juvena and Aquamarine, which were sold only in the Brazilian market (the "Bozzano Sale Transaction").

Income from continuing operations in the third quarter of 2009 was $23.1 million, compared to a loss from continuing operations of $15.2 million in the third quarter of 2008. The improvement in income from continuing operations in the third quarter of 2009, compared to the third quarter of 2008, was primarily due to:

- $32.1 million of lower selling, general and administrative expenses ("SG&A"), primarily due to lower advertising expenses as a result of lower advertising rates in the third quarter of 2009 while increasing the level of media support, as well as lower production costs; lower compensation expenses as a result of the May 2009 Program (as hereinafter defined); and lower permanent display amortization expenses;

- lower interest expense of $6.1 million due to the impact of lower weighted average borrowing rates and lower debt levels; and
- $1.4 million of lower foreign currency losses related primarily to the revaluation of certain U.S. dollar denominated intercompany payables from the Company's foreign subsidiaries and the Company's outstanding foreign currency forward exchange contracts ("FX Contracts");

with the foregoing partially offset by

- lower consolidated net sales of $8.2 million, primarily driven by lower net sales of **Revlon** and **Almay** color cosmetics, partially offset by higher net sales of **Revlon ColorSilk** hair color;
- $4.8 million of higher pension expense, including $2.3 million and $2.5 million of higher pension expenses in SG&A (as hereinafter defined) and cost of goods, respectively, driven primarily by the amortization of losses as a result of the significant decline in pension asset values in 2008; and
- $2.3 million of higher restructuring costs and other, net, primarily due to $2.6 million of restructuring expense related to the worldwide organizational restructuring announced in May 2009 (the "May 2009 Program" and, together with the restructuring actions in the U.K., Mexico and Argentina announced in the first quarter of 2009, the "2009 Programs").

Income from continuing operations in the nine-month period ended September 30, 2009 was $35.7 million, compared to $1.9 million in the nine-month period ended September 30, 2008. The improvement in income from continuing operations in the nine-month period ended September 30, 2009 compared to the nine-month period ended September 30, 2008 was primarily due to:

- $76.6 million of lower SG&A, primarily due to lower compensation expenses as a result of the May 2009 Program and a decrease in the accrual for incentive compensation, lower advertising expenses as a result of lower advertising rates in the first nine months of 2009 while increasing the level of media support and lower permanent display amortization expenses;
- a $16.5 million decrease in income taxes attributable to the favorable resolution of tax contingencies and matters in the U.S. and certain foreign jurisdictions during 2009, as well as lower pre-tax income for taxable subsidiaries in certain foreign jurisdictions;
- lower interest expense of $20.8 million due to the impact of lower weighted average borrowing rates and lower debt levels; and
- a $7.8 million aggregate gain in connection with Products Corporation's repurchases in the first nine months of 2009 of an aggregate principal amount of $39.5 million of its $9^1/_2$% Senior Notes (as hereinafter defined), which gain is net of the write-off of the ratable portion of the unamortized debt discounts and deferred financing fees on such notes;

with the foregoing partially offset by

- lower consolidated net sales of $61.3 million, primarily driven by lower net sales of **Revlon** and **Almay** color cosmetics and certain beauty care products, partially offset by higher net sales of **Revlon ColorSilk** hair color;
- $32.7 million of higher restructuring costs and other, net, primarily due to $20.8 million of restructuring expense related to the May 2009 Program. During the nine-month period ended

(all tabular amounts in millions, except share and per share amounts)

September 30, 2008, the Company recorded income of $11.3 million of restructuring costs and other, net, primarily due to the gain of $6.8 million related to the sale of a facility in Mexico and a net gain of $5.9 million related to the sale of a non-core trademark;

- $12.6 million of higher pension expense, including $7.0 million and $5.6 million of higher pension expenses in SG&A and cost of goods, respectively, driven primarily by the amortization of losses as a result of the significant decline in pension asset values in 2008, partially offset by the favorable impact of the re-measurements of pension liabilities in the nine-month period ended September 30, 2009 related to the pension plan amendments announced in May 2009 and the May 2009 Program; and
- $8.6 million of higher foreign currency losses related to the Company's outstanding FX Contracts and the revaluation of certain U.S. dollar denominated intercompany payables from the Company's foreign subsidiaries.

Overview of ACNielsen-measured U.S. Mass Retail Dollar Share

According to ACNielsen, the U.S. mass retail color cosmetics category dollar volume grew by 0.7% in the third quarter of 2009, although the rate of growth has slowed from 1.3% in the second quarter of 2009. U.S. mass retail dollar share results, according to ACNielsen, for **Revlon** and **Almay** color cosmetics, **Revlon ColorSilk** hair color, **Mitchum** anti-perspirant/deodorant, and **Revlon** beauty tools for the third quarter and nine-month period ended September 30, 2009 are summarized in the table below:

	Share % based on Dollar Volume					
	Three Months Ended September 30,		Point	Nine Months Ended September 30,		Point
	2009	2008	Change	2009	2008	Change
Revlon Color Cosmetics	12.6%	13.3%	(0.7)	12.8%	12.9%	(0.1)
Almay	5.2	5.6	(0.4)	5.4	5.8	(0.4)
Revlon ColorSilk Hair Color	10.0	8.1	1.9	9.3	8.1	1.2
Mitchum Anti-perspirants/Deodorants	4.6	5.1	(0.5)	4.6	5.1	(0.5)
Revlon Beauty Tools	21.3	18.7	2.6	20.9	19.0	1.9

All share and dollar volume data herein for the Company's brands is based upon U.S. mass-retail dollar volume, which is derived from ACNielsen data (an independent research entity). ACNielsen data is an aggregate of the drug channel, Kmart, Target and Food and Combo stores. ACNielsen's data does not reflect sales volume from Wal-Mart, Inc., which is the Company's largest customer, representing approximately 23% of the Company's full year 2008 worldwide net sales, or sales volume from regional mass volume retailers, as well as prestige stores, department stores, door-to-door, Internet, television shopping, specialty stores, perfumeries or other distribution outlets, all of which are channels for cosmetics sales. Such data represents ACNielsen's estimates based upon mass retail sample data gathered by ACNielsen and is therefore subject to some degree of variance and may contain slight rounding differences. From time to time, ACNielsen adjusts its methodology for data collection and reporting, which may result in adjustments to the categories and share data tracked by ACNielsen for both current and prior periods.

Recent Developments

See Note 12, "Subsequent Events", regarding the consummation of the Exchange Offer on October 8, 2009 and the October 2009 Note Repurchases.

REVLON, INC. AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
(all tabular amounts in millions, except share and per share amounts)

Results of Operations

In the tables, all amounts are in millions and numbers in parentheses ( ) denote unfavorable variances.

Net sales:

Third quarter results

Consolidated net sales in the third quarter of 2009 were $326.2 million, a decrease of $8.2 million, or 2.5%, compared to $334.4 million in the third quarter of 2008. Excluding the unfavorable impact of foreign currency fluctuations of $5.8 million, consolidated net sales decreased by 0.7% in the third quarter of 2009. The decline in consolidated net sales was driven by lower net sales of **Revlon** and **Almay** color cosmetics, partially offset by higher net sales of **Revlon ColorSilk** hair color.

Year-to-date results

Consolidated net sales for the nine-month period ended September 30, 2009 were $951.3 million, a decrease of $61.3 million, or 6.1%, compared to $1,012.6 million for the nine-month period ended September 30, 2008. Excluding the unfavorable impact of foreign currency fluctuations of $42.8 million, consolidated net sales decreased by 1.8% in the nine-month period ended September 30, 2009. The decline in consolidated net sales was driven by lower net sales of **Revlon** and **Almay** color cosmetics and certain beauty care products, partially offset by higher net sales of **Revlon ColorSilk** hair color.

	Three Months Ended September 30,		Change		XFX Change(1)	
	2009	2008	$	%	$	%
United States	$ 183.7	$ 189.4	$ (5.7)	(3.0)%	$ (5.7)	(3.0)%
Asia Pacific	70.3	70.4	(0.1)	(0.1)	0.5	0.7
Europe	43.2	49.8	(6.6)	(13.3)	(3.0)	(6.0)
Latin America	29.0	24.8	4.2	16.9	5.8	23.4
Total International	$ 142.5	$ 145.0	$ (2.5)	(1.7)%	$ 3.3	2.3%
Total Company	$ 326.2	$ 334.4	$ (8.2)	(2.5)%	$ (2.4)	(0.7)%

	Nine Months Ended September 30,		Change		XFX Change(1)	
	2009	2008	$	%	$	%
United States	$ 560.9	$ 583.0	$ (22.1)	(3.8)%	$ (22.1)	(3.8)%
Asia Pacific	190.1	201.1	(11.0)	(5.5)	6.0	3.0
Europe	124.6	156.1	(31.5)	(20.2)	(10.4)	(6.7)
Latin America	75.7	72.4	3.3	4.6	8.0	11.0
Total International	$ 390.4	$ 429.6	$ (39.2)	(9.1)%	$ 3.6	0.8%
Total Company	$ 951.3	$1,012.6	$ (61.3)	(6.1)%	$ (18.5)	(1.8)%

(1) XFX excludes the impact of foreign currency fluctuations.

United States

Third quarter results

In the United States, net sales in the third quarter of 2009 were $183.7 million, a decrease of $5.7 million, or 3.0%, compared to $189.4 million in the third quarter of 2008, primarily driven by lower net sales of **Revlon** color cosmetics, as well as lower net sales of **Revlon** beauty tools, partially offset by higher net sales of **Revlon ColorSilk** hair color. Lower net sales of **Revlon** color cosmetics were primarily driven by lower shipments resulting from the cycling of the third quarter 2008 launch of the **Revlon Beyond Natural** collection. Net sales of **Almay** color cosmetics were essentially flat, primarily impacted by lower shipments resulting from the cycling of certain products launched in the third quarter of 2008, which were almost entirely offset by lower returns of discontinued products in the third quarter of 2009, compared to the third quarter of 2008. In addition, net sales in the third quarter of 2008 were negatively impacted by higher returns and allowances related to certain beauty care products.

Year-to-date results

In the United States, net sales in the nine-month period ended September 30, 2009 were $560.9 million, a decrease of $22.1 million, or 3.8%, compared to $583.0 million in the nine-month period ended September 30, 2008, primarily driven by lower net sales of **Revlon** and **Almay** color cosmetics, **Mitchum** anti-perspirant deodorant and **Revlon** beauty tools, partially offset by higher net sales of **Revlon ColorSilk** hair color.

International

In the Company's international operations, net sales in the third quarter of 2009 decreased by $2.5 million, or 1.7%, to $142.5 million, compared to $145.0 million in the third quarter of 2008 (while net sales increased 2.3% excluding the unfavorable impact of foreign currency fluctuations). The growth in net sales, excluding the impact of foreign currency fluctuations, was primarily due to higher net sales of **Revlon ColorSilk** hair color, partially offset by lower net sales of **Revlon** color cosmetics. Excluding the impact of foreign currency fluctuations, higher net sales in the Company's Latin America and Asia Pacific regions in the third quarter of 2009, compared to the third quarter of 2008, were partially offset by lower net sales in the Company's Europe region. In the nine-month period ended September 30, 2009, international net sales decreased $39.2 million, or 9.1%, to $390.4 million, compared to $429.6 million in the nine-month period ended September 30, 2008 (while net sales increased 0.8% excluding the unfavorable impact of foreign currency fluctuations). The growth in net sales, excluding the impact of foreign currency fluctuations, was primarily due to higher net sales of **Revlon ColorSilk** hair color and **Revlon** color cosmetics, partially offset by lower net sales of certain beauty care products and **Almay** color cosmetics. Excluding the impact of foreign currency fluctuations, higher net sales in the Company's Latin America and Asia Pacific regions in the nine-month period ended September 30, 2009, compared to the nine-month period ended September 30, 2008, were partially offset by lower net sales in the Company's Europe region.

Third quarter results by region

In Asia Pacific, which is comprised of Asia Pacific and Africa, net sales in the third quarter of 2009 decreased 0.1% to $70.3 million, compared to $70.4 million in the third quarter of 2008 (while increasing 0.7% excluding the unfavorable impact of foreign currency fluctuations). The growth in net sales, excluding the unfavorable impact of foreign currency fluctuations, was due primarily to higher shipments of **Revlon** color cosmetics in Australia and China (which contributed approximately 4.1 percentage points to the increase in the region's net sales in the third quarter of 2009, compared with the third quarter of 2008), partially offset by lower shipments of **Revlon** color cosmetics in Japan and higher returns in South Africa (which offset by approximately 3.2 percentage points the region's net sales in the third quarter of 2009, compared to the third quarter of 2008).

In Europe, which is comprised of Europe, Canada and the Middle East, net sales in the third quarter of 2009 decreased 13.3%, or 6.0% excluding the impact of foreign currency fluctuations, to $43.2 million, compared to $49.8 million in the third quarter of 2008. This decline in net sales, excluding the impact of foreign currency fluctuations, was primarily due to lower shipments of **Revlon** color cosmetics in the U.K. and Canada (which together contributed approximately 6.1 percentage points to the decrease in the region's net sales in the third quarter of 2009, compared with the third quarter of 2008), partially offset by higher shipments of **Revlon** skincare in certain distributor markets (which offset by approximately 1.0 percentage points the region's net sales in the third quarter of 2009, compared to the third quarter of 2008).

In Latin America, which is comprised of Mexico, Central America and South America, net sales in the third quarter of 2009 increased 16.9%, or 23.4% excluding the impact of foreign currency fluctuations, to $29.0 million, compared to $24.8 million in the third quarter of 2008. The growth in net sales, excluding the unfavorable impact of foreign currency fluctuations, was driven primarily by higher net sales in Venezuela and Argentina and higher shipments of beauty care products in certain distributor markets (which together contributed approximately 26.0 percentage points to the increase in the region's net sales in the third quarter of 2009, compared to the third quarter of 2008).

Year-to-date results by region

In Asia Pacific, net sales in the nine-month period ended September 30, 2009 decreased 5.5% to $190.1 million, compared to $201.1 million in the nine-month period ended September 30, 2008 (while increasing 3.0% excluding the unfavorable impact of foreign currency fluctuations). The growth in net sales, excluding the unfavorable impact of foreign currency fluctuations, was due primarily to higher shipments of **Revlon** color cosmetics in Australia and China, and higher shipments of certain beauty care products in South Africa and Australia (which together contributed approximately 4.3 percentage points to the increase in the region's net sales in the nine-month period ended September 30, 2009, compared with the nine-month period ended September 30, 2008), partially offset by lower shipments of **Revlon** color cosmetics in Japan (which offset by approximately 1.4 percentage points the region's net sales in the nine-month period ended September 30, 2009, compared to the nine-month period ended September 30, 2008).

In Europe, net sales in the nine-month period ended September 30, 2009 decreased 20.2%, or 6.7% excluding the impact of foreign currency fluctuations, to $124.6 million, compared to $156.1 million in the nine-month period ended September 30, 2008. This decline in net sales, excluding the unfavorable impact of foreign currency fluctuations, was due to lower shipments of **Revlon** color cosmetics in the U.K., Canada and Italy and certain beauty care products in France (which together contributed approximately 7.8 percentage points to the decrease in the region's net sales in the nine-month period ended September 30, 2009, compared with the nine-month period ended September 30, 2008), partially offset by higher shipments of **Revlon** skincare in certain distributor markets (which offset by approximately 1.8 percentage points the decrease in the region's net sales in the nine-month period ended September 30, 2009, compared to the nine-month period ended September 30, 2008).

In Latin America, net sales in the nine-month period ended September 30, 2009 increased 4.6%, or 11.0% excluding the impact of foreign currency fluctuations, to $75.7 million, compared to $72.4 million in the nine-month period ended September 30, 2008. The growth in net sales, excluding the unfavorable impact of foreign currency fluctuations, was driven primarily by higher net sales in Venezuela and

(all tabular amounts in millions, except share and per share amounts)

Argentina (which contributed approximately 17.6 percentage points to the increase in the region's net sales in the nine-month period ended September 30, 2009, compared to the nine-month period ended September 30, 2008), partially offset by lower shipments of fragrances and beauty care products in Mexico and lower shipments of **Almay** and **Revlon** color cosmetics in certain distributor markets (which offset by approximately 4.6 percentage points the region's net sales in the nine-month period ended September 30, 2009, compared to the nine-month period ended September 30, 2008).

Gross profit:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2009	2008	Change	2009	2008	Change
Gross profit	$208.3	$207.6	$0.7	$601.8	$648.2	$(46.4)
Percentage of net sales	*63.9%*	*62.1%*	*1.8%*	*63.3%*	*64.0%*	*(0.7)%*

The 1.8 percentage point increase in gross profit as a percentage of net sales for the third quarter of 2009, compared to the third quarter of 2008, was primarily due to:

- lower returns and allowances, mainly on color cosmetics, which increased gross profit as a percentage of net sales by 1.2 percentage points;
- decreased inventory obsolescence charges, which increased gross profit as a percentage of net sales by 1.0 percentage point; and
- favorable manufacturing efficiencies, as well as lower material and freight costs, which increased gross profit as a percentage of net sales by 0.4 percentage points;

with the foregoing partially offset by

- higher pension expenses within cost of goods of $2.5 million, which reduced gross profit as a percentage of net sales by 0.7 percentage points;
- unfavorable changes in sales mix, which reduced gross profit as a percentage of net sales by 0.4 percentage points; and
- unfavorable foreign currency fluctuations (primarily due to the strengthening of the U.S. dollar) which resulted in higher cost of goods in most international markets on goods purchased from the Company's facility in Oxford, North Carolina, which reduced gross profit as a percentage of net sales by 0.2 percentage points.

The 0.7 percentage point decrease in gross profit as a percentage of net sales for the nine-month period ended September 30, 2009, compared to the nine-month period ended September 30, 2008, was primarily due to:

- unfavorable foreign currency fluctuations (primarily due to the strengthening of the U.S. dollar) which resulted in higher cost of goods in most international markets on goods purchased from the Company's facility in Oxford, North Carolina, which reduced gross profit as a percentage of net sales by 0.6 percentage points;
- higher pension expenses within cost of goods of $5.6 million, which reduced gross profit as a percentage of net sales by 0.6 percentage points;
- unfavorable changes in sales mix, which reduced gross profit as a percentage of net sales by 0.2 percentage points; and

(all tabular amounts in millions, except share and per share amounts)

- increased inventory obsolescence charges on higher disposal of returns, which decreased gross profit as a percentage of net sales by 0.1 percentage points;

with the foregoing partially offset by

- favorable manufacturing efficiencies and lower material and freight costs, which increased gross profit as a percentage of net sales by 0.8 percentage points.

SG&A expenses:

	Three Months Ended September 30, 2009	Three Months Ended September 30, 2008	Change	Nine Months Ended September 30, 2009	Nine Months Ended September 30, 2008	Change
SG&A expenses	$155.4	$187.5	$ 32.1	$471.9	$548.5	$ 76.6

The decrease in SG&A expenses for the third quarter of 2009, as compared to the third quarter of 2008, was driven primarily by:

- $13.3 million of lower advertising expenses due as a result of lower advertising rates in the third quarter of 2009 while increasing the level of media support, as well as lower production costs;
- $8.3 million of lower general and administrative expenses primarily due to lower compensation expenses as a result of the May 2009 Program;
- $5.8 million of lower permanent display amortization expenses; and
- $2.6 million of favorable impact of foreign currency fluctuations;

with the foregoing partially offset by

- $2.3 million of higher pension expenses.

The decrease in SG&A expenses for the nine-month period ended September 30, 2009, as compared to the nine-month period ended September 30, 2008, was driven primarily by:

- $22.2 million of lower general and administrative expenses primarily due to lower compensation expenses as a result of the May 2009 Program and a decrease in the accrual for incentive compensation; as well as lower personnel expenses;
- $20.5 million of lower advertising expenses due as a result of lower advertising rates in the first nine months of 2009 while increasing the level of media support;
- $19.9 million of favorable impact of foreign currency fluctuations; and
- $16.1 million of lower permanent display amortization expenses;

with the foregoing partially offset by

- $7.0 million of higher pension expenses.

Restructuring costs and other, net:

	Three Months Ended September 30, 2009	Three Months Ended September 30, 2008	Change	Nine Months Ended September 30, 2009	Nine Months Ended September 30, 2008	Change
Restructuring costs and other, net	$ 2.6	$ 0.3	$ (2.3)	$ 21.4	$ (11.3)	$ (32.7)

(all tabular amounts in millions, except share and per share amounts)

During the third quarter of 2009, the Company recorded charges of $2.6 million in restructuring costs and other related to the May 2009 Program, which involved consolidating certain functions; reducing layers of management, where appropriate, to increase accountability and effectiveness; streamlining support functions to reflect the new organizational structure; and further consolidating the Company's office facilities in New Jersey.

During the third quarter of 2008, the Company recorded expense of $0.3 million to restructuring costs and other, net, primarily due to restructuring costs related to the Company's decision to close and sell its facility in Mexico.

During the nine-month period ended September 30, 2009, the Company recorded charges of $21.4 million in restructuring costs and other, net, which are comprised of:

- a $20.8 million charge related to the May 2009 Program;
- $1.2 million of charges related to employee severance and other employee-related termination costs related to restructuring actions in the U.K., Mexico and Argentina announced in the first quarter of 2009; and
- a $1.0 million charge related to the 2008 Programs (as hereinafter defined);

with the foregoing partially offset by

- income of $1.6 million related to the sale of a facility in Argentina in the first quarter of 2009.

All of the approximately $21 million of charges related to the May 2009 Program are expected to be paid out during 2009 to 2012, including approximately $12 million in 2009, $6 million in 2010, and the balance of $3 million to be paid thereafter.

During the nine-month period ended September 30, 2008, the Company recorded income of $11.3 million of restructuring costs and other, net, primarily due to a gain of $6.8 million related to the sale of a facility in Mexico and a net gain of $5.9 million related to the sale of a non-core trademark. In addition, a $0.4 million reversal to restructuring costs was associated with the 2006 Programs (as hereinafter defined), primarily due to the charges for severance and other employee-related termination costs being slightly lower than originally estimated. These were partially offset by a charge of $1.8 million for the 2008 Programs, of which $0.8 million related to a restructuring in Canada and $1.0 million related to the Company's decision to close and sell its manufacturing facility in Mexico and source products from the Company's other manufacturing facilities and third party suppliers.

For a further discussion of restructuring plans during 2006 (the "2006 Programs"), 2007 (the "2007 Programs") and 2008 (the "2008 Programs"), see Note 3, "Restructuring Costs and Other, Net" to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2008 filed with the SEC on February 25, 2009 (the "2008 Form 10-K").

Other expenses:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2009	2008	Change	2009	2008	Change
Interest expense	$ 23.0	$ 29.1	$ 6.1	$ 71.1	$ 91.9	$ 20.8

The decrease in interest expense was due to lower weighted average borrowing rates and lower debt levels during the third quarter of 2009 and the nine-month period ended September 30, 2009, as compared to the comparable 2008 periods.

(all tabular amounts in millions, except share and per share amounts)

Gain on repurchase of debt:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2009	2008	Change	2009	2008	Change
Gain on repurchase of debt	$ (0.3)	$ —	$ 0.3	$ (7.8)	$ —	$ 7.8

In the third quarter of 2009, Products Corporation used $8.2 million to repurchase an aggregate principal amount of $8.6 million of its 9 1/2% Senior Notes and paid an additional $0.4 million of accrued and unpaid interest and fees through the respective dates of the repurchases. In the first nine months of 2009, Products Corporation used $31.0 million to repurchase an aggregate principal amount of $39.5 million of its 9 1/2% Senior Notes and paid an additional $1.7 million of accrued and unpaid interest and fees through the respective dates of the repurchases. As a result of these 2009 repurchases, the Company recorded a gain of $0.3 million during the third quarter of 2009 and a gain of $7.8 million during the first nine months of 2009, which are net of the write-off of the ratable portion of unamortized debt discounts and deferred financing fees. After these repurchases, the repurchased notes were cancelled and there remained outstanding $350.5 million aggregate principal amount of the 9 1/2% Senior Notes, or $349.4 million net of discounts, at September 30, 2009. (See Note 12, "Subsequent Events", regarding the October 2009 Note Repurchases).

Provision for income taxes:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2009	2008	Change	2009	2008	Change
Provision for income taxes	$ 2.5	$ 2.4	$ (0.1)	$ 0.3	$ 16.8	$ 16.5

The tax provision for the third quarter of 2009, as compared to the third quarter of 2008, was essentially unchanged, with higher pre-tax income for taxable subsidiaries in certain foreign jurisdictions largely offset by the favorable resolution of tax matters in certain foreign jurisdictions. The decrease in the tax provision in the nine-month period ended September 30, 2009, as compared to the nine-month period ended September 30, 2008, was attributable to the favorable resolution of tax contingencies and matters in the U.S. and certain foreign jurisdictions during 2009, as well as lower pre-tax income for taxable subsidiaries in certain foreign jurisdictions.

Financial Condition, Liquidity and Capital Resources

Net cash provided by operating activities in the nine-month period ended September 30, 2009 was $77.2 million, as compared to $43.9 million in the nine-month period ended September 30, 2008. This improvement in cash provided in the nine-month period ended September 30, 2009, compared to the nine-month period ended September 30, 2008, was primarily due to lower interest paid, as well as favorable changes in net working capital and lower permanent display spending.

Net cash used in investing activities in the nine-month period ended September 30, 2009 was $8.6 million, as compared to cash provided by investing activities of $102.6 million for 2008. Net cash used in investing activities for the nine-month period ended September 30, 2009 included cash used for capital expenditures of $10.9 million, offset by cash provided by investing activities of $2.3 million from the net proceeds from the sale of certain assets. Net cash provided by investing activities for the nine-month period ended September 30, 2008 included approximately $107.6 million in proceeds from the Bozzano Sale Transaction and $10.1 million in proceeds from the sale of a non-core trademark and certain other assets (which included net proceeds as a result of the sale of the Mexico facility), offset by cash used for capital expenditures.

Net cash used in financing activities was $61.2 million and $113.3 million for the nine-month period ended September 30, 2009 and 2008, respectively. Net cash used in financing activities for the nine-month period ended September 30, 2009 includes debt reduction payments of $49.9 million, which is primarily comprised of the repurchases of $39.5 million in aggregate principal amount of Products Corporation's 9$^{1}/_{2}$% Senior Notes at an aggregate purchase price of $31.0 million, plus an additional $1.7 million of accrued and unpaid interest and fees through the respective dates of the repurchases, the repayment of $18.7 million in principal amount of Products Corporation's 2006 Term Loan Facility, and the payment of $4.2 million of the $6.2 million of fees incurred in connection with consummating the Exchange Offer. (See Note 12, "Subsequent Events", regarding the October 2009 Note Repurchases).

Net cash used in financing activities for the nine-month period ended September 30, 2008 included the full repayment on February 1, 2008 of the $167.4 million remaining aggregate principal amount of Products Corporation's 8$^{5}/_{8}$% Senior Subordinated Notes, which matured on February 1, 2008, and repayments under the 2006 Revolving Credit Facility, offset by proceeds of $170 million from the MacAndrews & Forbes Senior Subordinated Term Loan, which Products Corporation used to repay in full such 8$^{5}/_{8}$% Senior Subordinated Notes, and to pay certain related fees and expenses, including the payment to MacAndrews & Forbes of a facility fee of $2.55 million (or 1.5% of the total principal amount of such loan) upon MacAndrews & Forbes funding such loan. In addition, net cash used in financing activities in the 2008 period included $45.7 million of net repayments under Products Corporation's 2006 Revolving Credit Facility. In addition, in September 2008, the Company used $63.0 million of the net proceeds from the Bozzano Sale Transaction to repay $63.0 million in aggregate principal amount of the MacAndrews & Forbes Senior Subordinated Term Loan.

At September 30, 2009, the Company had a liquidity position of $173.2 million, consisting of cash and cash equivalents (net of any outstanding checks) of $59.7 million, as well as $113.5 million in available borrowings under the 2006 Revolving Credit Facility.

In connection with the Company's Exchange Offer, as of September 30, 2009, the Company had incurred and capitalized fees of approximately $6.2 million related to the consummation of such proposal, of which $4.2 million was paid as of September 30, 2009. As a result of the consummation of the Exchange Offer, these fees will be amortized over the four-year term of the Series A Preferred Stock. (See Note 12, "Subsequent Events", regarding the consummation of the Exchange Offer on October 8, 2009).

Long-Term Debt Instruments

For further detail regarding Products Corporation's long-term debt instruments, including Products Corporation's 2006 Credit Agreements, its 9$^{1}/_{2}$% Senior Notes and the MacAndrews & Forbes Senior Subordinated Term Loan Agreement, see Note 9, "Long-Term Debt," to the Consolidated Financial Statements in the Company's 2008 Form 10-K. (See also Note 12, "Subsequent Events" in this Form 10-Q regarding the consummation of the Exchange Offer on October 8, 2009 and the October 2009 Note Repurchases).

2006 Credit Agreements

In January 2009, Products Corporation made a required quarterly amortization payment of $2.1 million under its 2006 Term Loan Facility. In February 2009, Products Corporation repaid $16.6 million in principal amount under its 2006 Term Loan Facility, satisfying the requirement under the 2006 Term Loan Agreement to repay term loan indebtedness with 50% of its 2008 "excess cash flow" (as defined under such agreement), which repayment fully offset Products Corporation's required quarterly term loan amortization payments of $2.1 million per quarter that would otherwise have been due on April 15, 2009, July 15, 2009, October 15, 2009, January 15, 2010, April 15, 2010, July 15, 2010, October 15, 2010 and $1.9 million of the amortization payment otherwise due on January 15, 2011. At September 30, 2009, the aggregate principal amount outstanding under Products Corporation's 2006 Term Loan Facility was approximately $815 million.

Products Corporation was in compliance with all applicable covenants under the 2006 Credit Agreements as of September 30, 2009. At September 30, 2009, the 2006 Term Loan Facility was fully drawn and availability under the $160.0 million 2006 Revolving Credit Facility, based upon the calculated borrowing base less $11.6 million of outstanding undrawn letters of credit and nil then drawn on the 2006 Revolving Credit Facility, was $113.5 million.

9 1/2% Senior Notes

In the third quarter of 2009, Products Corporation used $8.2 million to repurchase an aggregate principal amount of $8.6 million of its 9 1/2% Senior Notes due April 1, 2011 (the "9 1/2% Senior Notes") and paid an additional $0.4 million of accrued and unpaid interest and fees through the respective dates of the repurchases. In the first nine months of 2009, Products Corporation used $31.0 million to repurchase an aggregate principal amount of $39.5 million of its 9 1/2% Senior Notes and paid an additional $1.7 million of accrued and unpaid interest and fees through the respective dates of the repurchases. As a result of these 2009 repurchases, the Company recorded a gain of $0.3 million during the third quarter of 2009 and a gain of $7.8 million during the first nine months of 2009, which are net of the write-off of the ratable portion of unamortized debt discounts and deferred financing fees. After these repurchases, the repurchased notes were cancelled and there remained outstanding $350.5 million aggregate principal amount of the 9 1/2% Senior Notes, or $349.4 million net of discounts, at September 30, 2009. (See Note 12, "Subsequent Events", regarding the October 2009 Note Repurchases).

The Company may also, from time to time, seek to retire or purchase additional 9 1/2% Senior Notes and/or its other outstanding debt obligations in open market purchases, in privately negotiated transactions or otherwise and may seek to refinance some or all of its indebtedness based upon market conditions. Any retirement or purchase of debt may be funded with operating cash flows of the business or other sources and will depend upon prevailing market conditions, liquidity requirements, contractual restrictions and other factors, and the amounts involved may be material.

MacAndrews & Forbes Senior Subordinated Term Loan

For detail regarding the MacAndrews & Forbes Senior Subordinated Term Loan Agreement, see Note 9, "Long-Term Debt," to the Consolidated Financial Statements in the Company's 2008 Form 10-K. (See also Note 12, "Subsequent Events", regarding amendments to the Senior Subordinated Term Loan in connection with consummating the Exchange Offer on October 8, 2009).

Interest Rate Swap Transactions

In September 2009, one of the Company's two floating-to-fixed interest rate swaps, with a notional amount of $150.0 million, expired. Therefore, as of September 30, 2009, the Company had one floating-to-fixed interest rate swap with a notional amount of $150.0 million relating to indebtedness under Products Corporation's 2006 Term Loan Facility, which expires in April 2010 (the "Interest Rate Swap"). The Interest Rate Swap is designated as a cash flow hedge of the variable interest rate payments on Products Corporation's 2006 Term Loan Facility. While the Company is exposed to credit loss in the event of the counterparty's non-performance, if any, the Company's exposure is limited to the net amount that Products Corporation would have received over the remaining balance of the Interest Rate Swap's term. The Company does not anticipate any non-performance and, furthermore, even in the case of any non-performance by the counterparty, the Company expects that any such loss would not be material. The fair value of the Company's Interest Rate Swap was a liability of $2.5 million at September 30, 2009.

Sources and Uses

The Company's principal sources of funds are expected to be operating revenues, cash on hand and funds available for borrowing under the 2006 Revolving Credit Facility and other permitted lines of credit. The 2006 Credit Agreements, the indenture governing Products Corporation's $9^1/_2$% Senior Notes and the MacAndrews & Forbes Senior Subordinated Term Loan Agreement contain certain provisions that by their terms limit Products Corporation and its subsidiaries' ability to, among other things, incur additional debt.

The Company's principal uses of funds are expected to be the payment of operating expenses, including expenses in connection with the continued execution of the Company's business strategy, purchases of permanent wall displays, capital expenditure requirements, payments in connection with the Company's restructuring programs, severance not otherwise included in the Company's restructuring programs, debt service payments and costs, debt repurchases and regularly scheduled pension and post-retirement benefit plan contributions and benefit payments. The Company's cash contributions to its pension and post-retirement benefit plans in the nine-month period ended September 30, 2009 were $18.7 million. In accordance with the minimum pension contributions required under the Employee Retirement Income Security Act of 1974, as amended by the Pension Protection Act of 2006 and as amended by the Worker, Retiree and Employer Recovery Act of 2008, the Company expects cash contributions to its pension and post-retirement benefit plans to be approximately $25 million in the aggregate for full year 2009. The Company's purchases of permanent wall displays and capital expenditures in the nine-month period ended September 30, 2009 were approximately $26.1 million and $10.9 million, respectively. The Company expects purchases of permanent wall displays and capital expenditures in the aggregate for full year 2009 to be approximately $40 million and $15 million, respectively, inclusive of amounts expended in the nine-month period ended September 30, 2009. (See "Restructuring Costs and Other, Net" above in this Form 10-Q for discussion of the Company's expected uses of funds in connection with its various restructuring programs).

The Company has undertaken, and continues to assess, refine and implement, a number of programs to efficiently manage its cash and working capital, including, among other things, programs intended to reduce inventory levels over time; centralized purchasing to secure discounts and efficiencies in procurement; providing discounts to U.S. customers for more timely payment of receivables; prudent management of accounts payable; and targeted controls on general and administrative spending.

Continuing to execute the Company's business strategy could include taking advantage of additional opportunities to reposition, repackage or reformulate one or more brands or product lines, launching additional new products, acquiring businesses or brands, further refining the Company's approach to retail merchandising and/or taking further actions to optimize its manufacturing, sourcing and organizational size and structure. Any of these actions, whose intended purpose would be to create value through profitable growth, could result in the Company making investments and/or recognizing charges related to executing against such opportunities.

The Company expects that operating revenues, cash on hand and funds available for borrowing under the 2006 Revolving Credit Facility and other permitted lines of credit will be sufficient to enable the Company to cover its operating expenses for 2009, including cash requirements in connection with the payment of operating expenses, including expenses in connection with the execution of the Company's business strategy, purchases of permanent wall displays, capital expenditure requirements, payments in connection with the Company's restructuring programs (including, without limitation, the 2006 Programs, the 2007 Programs, the 2008 Programs and the 2009 Programs), severance not otherwise included in the Company's restructuring programs, debt service payments and costs, debt repurchases and regularly scheduled pension and post-retirement plan contributions and benefit payments. As a result of the decline in the global financial markets in 2008, the market value of the Company's pension fund assets declined during 2008, which had the effect of reducing the funded status of such plans as of January 1, 2009. At the same time, the discount rate used to value the Company's pension obligation at December 31, 2008 increased, which partially offset the effect of the asset decline. The Company expects that the net of these factors will result in increased cash contributions to the Company's pension plans in 2010 and beyond.

There can be no assurance that available funds will be sufficient to meet the Company's cash requirements on a consolidated basis. If the Company's anticipated level of revenues is not achieved because of, among other things, decreased consumer spending in response to weak economic conditions or weakness in the cosmetics category in the mass retail channel; adverse changes in currency; decreased sales of the Company's products as a result of increased competitive activities by the Company's competitors; changes in consumer purchasing habits, including with respect to shopping channels; retailer inventory management, retailer space reconfigurations or reductions in retailer display space; or less than anticipated results from the Company's existing or new products or from its advertising, promotional and/or marketing plans; or if the Company's expenses, including, without limitation, for pension expense and/or cash contributions and/or benefit payments under its benefit plans, advertising, promotional and marketing activities or for sales returns related to any reduction of retail space, product discontinuances or otherwise, exceed the anticipated level of expenses, the Company's current sources of funds may be insufficient to meet the Company's cash requirements.

In the event of a decrease in demand for the Company's products, reduced sales, lack of increases in demand and sales, changes in consumer purchasing habits, including with respect to shopping channels, retailer inventory management, retailer space reconfigurations or reductions in retailer display space, product discontinuances and/or advertising, promotional and/or marketing expenses or sales return expenses exceeding its expectations or less than anticipated results from the Company's existing or new products or from its advertising, promotional and/or marketing plans, any such development, if significant, could reduce the Company's revenues and could adversely affect Products Corporation's ability to comply with certain financial covenants under the 2006 Credit Agreements and in such event the Company could be required to take measures, including, among other things, reducing discretionary spending. **(See also Item 1A. "Risk Factors" in the Company's 2008 Form 10-K for further discussion of certain risks associated with the Company's business and indebtedness)**.

If the Company is unable to satisfy its cash requirements from the sources identified above or comply with its debt covenants, the Company could be required to adopt one or more of the following alternatives:

- delaying the implementation of or revising certain aspects of the Company's business strategy;
- reducing or delaying purchases of wall displays or advertising, promotional or marketing expenses;
- reducing or delaying capital spending;
- delaying, reducing or revising the Company's restructuring programs;
- refinancing Products Corporation's indebtedness;
- selling assets or operations;

- seeking additional capital contributions and/or loans from MacAndrews & Forbes, the Company's other affiliates and/or third parties;
- selling additional Revlon, Inc. equity securities or debt securities of Revlon, Inc. or Products Corporation; or
- reducing other discretionary spending.

There can be no assurance that the Company would be able to take any of the actions referred to above because of a variety of commercial or market factors or constraints in Products Corporation's debt instruments, including, without limitation, market conditions being unfavorable for an equity or debt issuance, additional capital contributions and/or loans not being available from affiliates and/or third parties, or that the transactions may not be permitted under the terms of Products Corporation's various debt instruments then in effect, such as due to restrictions on the incurrence of debt, incurrence of liens, asset dispositions and related party transactions. In addition, such actions, if taken, may not enable the Company to satisfy its cash requirements or enable Products Corporation to comply with its debt covenants if the actions do not generate a sufficient amount of additional capital. **(See also Item 1A. "Risk Factors" in the Company's 2008 Form 10-K for further discussion of certain risks associated with the Company's business and indebtedness)**.

Revlon, Inc., as a holding company, will be dependent on the earnings and cash flow of, and dividends and distributions from, Products Corporation to pay its expenses and to pay any cash dividend or distribution on its Class A common stock, par value of $0.01 per share (the "Class A Common Stock") that may be authorized by Revlon, Inc.'s Board of Directors. The terms of the 2006 Credit Agreements, the indenture governing Products Corporation's 9 1/2% Senior Notes and the MacAndrews & Forbes Senior Subordinated Term Loan Agreement generally restrict Products Corporation from paying dividends or making distributions to Revlon, Inc., except that Products Corporation is permitted to pay dividends and make distributions to Revlon, Inc. to enable Revlon, Inc., among other things, to pay expenses incidental to being a public holding company, including, among other things, professional fees such as legal, accounting and insurance fees, regulatory fees, such as SEC filing fees, NYSE listing fees and other expenses related to being a public holding company and, subject to certain limitations, to pay dividends, if any, on Revlon, Inc.'s outstanding securities or make distributions in certain circumstances to finance the purchase by Revlon, Inc. of its Class A Common Stock in connection with the delivery of such Class A Common Stock to grantees under the Third Amended and Restated Revlon, Inc. Stock Plan.

Revlon, Inc. expects that the payment of quarterly dividends on its Series A preferred stock, par value of $0.01 per share (the "Series A Preferred Stock"), issued in connection with the consummation of the Exchange Offer will be funded by interest payments received by Revlon, Inc. from Products Corporation on the portion of the Senior Subordinated Term Loan Agreement that was contributed to Revlon, Inc. by MacAndrews & Forbes. Under the Delaware General Corporation Law, Revlon, Inc. is permitted to pay dividends only from its "surplus," which is the excess of its total assets over the sum of its liabilities plus the aggregate par value of its outstanding capital stock, or if Revlon, Inc. has no surplus, out of its net profits for the year in which a dividend is declared and for the immediately preceding fiscal year. Additionally, Revlon, Inc. is permitted to redeem the Series A Preferred Stock only from its surplus. In the event that Revlon, Inc. fails to pay any required dividends on the Series A Preferred Stock, the amount of such unpaid dividends will be added to the amount payable to holders of the Series A Preferred Stock upon redemption.

As a result of dealing with suppliers and vendors in a number of foreign countries, Products Corporation enters into foreign currency forward exchange contracts and option contracts from time to time to hedge certain cash flows denominated in currencies other than the local currencies of the Company's foreign and domestic operations. The foreign currency forward exchange contracts are entered into primarily for the purpose of hedging anticipated inventory purchases and certain intercompany payments denominated in currencies other than the local currencies of the Company's foreign and domestic operations and generally have maturities of less than one year. There were foreign currency forward exchange contracts with a notional amount of $53.3 million outstanding at September 30, 2009. The fair value of foreign currency forward exchange contracts outstanding at September 30, 2009 was $(3.4) million.

Disclosures about Contractual Obligations and Commercial Commitments

As of September 30, 2009, there had been no material changes to the Company's total contractual cash obligations, as set forth in the contractual obligations and commercial commitments table included in the Company's 2008 Form 10-K, other than the Company's debt reduction transactions in the nine-month period ended September 30, 2009 which included:

(1) Products Corporation repaying in January 2009 a $2.1 million quarterly amortization payment required under its 2006 Term Loan Facility and repaying in February 2009 $16.6 million in principal amount of term loan indebtedness outstanding under its 2006 Term Loan Facility, which repayment fully offset Products Corporation's required quarterly term loan amortization payments of $2.1 million per quarter that would otherwise have been due on April 15, 2009, July 15, 2009, October 15, 2009, January 15, 2010, April 15, 2010, July 15, 2010, October 15, 2010 and $1.9 million of the amortization payment otherwise due on January 15, 2011. At September 30, 2009, the principal amount outstanding under Products Corporation's 2006 Term Loan Facility was approximately $815 million; and

(2) Products Corporation repurchasing in the nine months ended September 30, 2009 an aggregate principal amount of $39.5 million of its 9$^1/_2$% Senior Notes due April 1, 2011 at an aggregate purchase price of $31.0 million, and paying an additional $1.7 million of accrued and unpaid interest and fees through the respective dates of the repurchases, which notes were cancelled.

After the foregoing 2009 notes repurchases, there remained outstanding $350.5 million, or $349.4 million net of discounts, in aggregate principal amount of the 9$^1/_2$% Senior Notes at September 30, 2009. (See Note 12, "Subsequent Events", regarding the October 2009 Note Repurchases).

The following table reflects the impact of such debt reduction transactions on the Company's long-term debt obligations, but does not reflect the impact of the Exchange Offer nor the October 2009 Note Repurchases. (See Note 12, "Subsequent Events"):

Contractual Obligations As of September 30, 2009	Payments Due by Period (dollars in millions) Total	2009 Q4	2010-2011	2012-2013	After 2013
Long-term Debt, including Current Portion	$1,165.6	$ 0.1	$ 367.1	$ 798.4	$ —
Interest on Long-term Debt[(a)]	150.2	26.5	122.2	1.5	—

(a) Consists of interest primarily on the 9$^1/_2$% Senior Notes and under the 2006 Term Loan Facility through the respective maturity dates based upon assumptions regarding the amount of debt outstanding under the 2006 Credit Facilities and assumed interest rates. In addition, this amount reflects the impact of the Interest Rate Swap, covering $150 million notional amount under the 2006 Term Loan Facility, which resulted in an effective weighted average interest rate of 4.7% on the 2006 Term Loan Facility as of September 30, 2009. (See "Financial Condition, Liquidity and Capital Resources — Interest Rate Swap Transactions").

Off-Balance Sheet Transactions

The Company does not maintain any off-balance sheet transactions, arrangements, obligations or other relationships with unconsolidated entities or others that are reasonably likely to have a material current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Discussion of Critical Accounting Policies

For a discussion of the Company's critical accounting policies, see the Company's 2008 Form 10-K.

Table of Contents

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company has exposure to market risk both as a result of changing interest rates and movements in foreign currency exchange rates. The Company's policy is to manage market risk through a combination of fixed and floating rate debt, the use of foreign exchange forward contracts, interest rate swap transactions and option contracts. The Company does not hold or issue financial instruments for trading purposes. The qualitative and quantitative information presented in Item 7A of the Company's 2008 Form 10-K ("Item 7A") describes significant aspects of the Company's financial instrument programs that have material market risk as of December 31, 2008. The following table presents the information required by Item 7A as of September 30, 2009:

	Expected Maturity Date for the year ended December 31,							Fair Value September 30,
Debt	2009	2010	2011	2012	2013	Thereafter	Total	2009
	(dollars in millions, except for rate information)							
Short-term variable rate (various currencies)	$ 1.7						$ 1.7	$ 1.7
Average interest rate[a]	8.2%							
Short-term fixed rate — third party (various currencies)	$ 0.1						0.1	0.1
Average interest rate[a]	6.0%							
Long-term fixed rate — third party ($US)			$350.5[d]				350.5	349.6
Average interest rate[a]			9.5%					
Long-term fixed rate — affiliates ($US)		$107.0[b]					107.0	105.6
Average interest rate[a]		11.0%						
Long-term variable rate — third party ($US)		$ 16.6		$798.4			815.0	788.5
Average interest rate [a][c]		5.1%		5.7%				
Total debt	$ 1.8	$123.6	$350.5	$798.4	$ —	$ —	$1,274.3	$ 1,245.5

(a) Weighted average variable rates are based upon implied forward rates from the U.S. Dollar LIBOR yield curves at September 30, 2009.

(b) Represents the $107 million aggregate principal amount of the MacAndrews & Forbes Senior Subordinated Term Loan that remained outstanding to MacAndrews & Forbes as of September 30, 2009 which as of such date bore interest at an annual rate of 11% payable in arrears in cash on March 31, June 30, September 30 and December 31 of each year. (See "Financial Condition, Liquidity and Capital Resources — MacAndrews & Forbes Senior Subordinated Term Loan". Such table does not reflect the impact of the Exchange Offer. See Note 12, "Subsequent Events", regarding the consummation of the Exchange Offer on October 8, 2009).

(c) Based upon the implied forward rate from the U.S. Dollar LIBOR yield curve at September 30, 2009, this reflects the impact of the Interest Rate Swap, covering $150 million notional amount under the 2006 Term Loan Facility, which would result in an effective weighted average interest rate of 5.7% on the 2006 Term Loan Facility at September 30, 2009.

(d) Such table does not reflect the reduction of the aggregate principal amount outstanding under Products Corporation's 9$^1/_2$% Senior Notes as a result of the October 2009 Note Repurchases. (See Note 12, "Subsequent Events").

REVLON, INC. AND SUBSIDIARIES

Forward Contracts	Average Contractual Rate $/FC	Original US Dollar Notional Amount	Contract Value September 30, 2009	Fair Value September 30, 2009
Sell Canadian Dollars/Buy USD	0.8721	$ 15.5	$ 14.4	$ (1.1)
Sell Australian Dollars/Buy USD	0.8027	13.8	12.5	(1.3)
Sell British Pounds/Buy USD	1.5310	6.5	6.2	(0.3)
Sell South African Rand/Buy USD	0.1150	3.8	3.3	(0.5)
Buy Australian Dollars/Sell New Zealand Dollars	1.2219	3.4	3.4	—
Sell Euros/Buy USD	1.3708	0.7	0.7	—
Sell USD/Buy South African Rand	0.1347	8.8	8.7	(0.1)
Sell New Zealand Dollars/Buy USD	0.6705	0.8	0.7	(0.1)
Total forward contracts		$ 53.3	$ 49.9	$ (3.4)

Interest Rate Swap Transactions(a)	Expected Maturity date for the year ended December 31, 2009	2010	Total	Fair Value September 30, 2009
Notional Amount	$—	$150.0	$150.0	$ (2.5)
Average Pay Rate	N/A	2.66%		
Average Receive Rate	N/A	3-month USD LIBOR		

(a) In September 2009, one of the Company's two floating-to-fixed Interest Rate Swaps, with a notional amount of $150.0 million, expired. Therefore, as of September 30, 2009, the Company had one floating-to-fixed Interest Rate Swap with a notional amount of $150.0 million related to indebtedness under Products Corporation's 2006 Term Loan Facility which expires in April 2010. The Interest Rate Swap is designated as a cash flow hedge of the variable interest rate payments under Products Corporation's 2006 Term Loan Facility. (See "Financial Condition, Liquidity and Capital Resources — Interest Rate Swap Transactions").

Item 4. Controls and Procedures

(a) Disclosure Controls and Procedures. The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's reports under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the three-month period covered by this Quarterly Report on Form 10-Q. Based upon such evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures were effective.

(b) Changes in Internal Control Over Financial Reporting. There have not been any changes in the Company's internal control over financial reporting during the third quarter of 2009 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Forward-Looking Statements

This Quarterly Report on Form 10-Q for the third quarter and nine-month period ended September 30, 2009, as well as other public documents and statements of the Company, contain forward-looking statements that involve risks and uncertainties, which are based on the beliefs, expectations, estimates, projections, assumptions, forecasts, plans, anticipations, targets, outlooks, initiatives, visions, objectives, strategies, opportunities, drivers, focus and intents of the Company's management. While the Company believes that its estimates and assumptions are reasonable, the Company cautions that it is very difficult to predict the impact of known factors, and, of course, it is impossible for the Company to anticipate all factors that could affect its results. The Company's actual results may differ materially from those discussed in such forward-looking statements. Such statements include, without limitation, the Company's expectations and estimates (whether qualitative or quantitative) as to:

(i) the Company's future financial performance;

(ii) the effect on sales of decreased consumer spending in response to weak economic conditions or weakness in the cosmetics category in the mass retail channel; adverse changes in currency; decreased sales of the Company's products as a result of increased competitive activities by the Company's competitors, changes in consumer purchasing habits, including with respect to shopping channels; retailer inventory management; retailer space reconfigurations or reductions in retailer display space; less than anticipated results from the Company's existing or new products or from its advertising, promotional and/or marketing plans; or if the Company's expenses, including, without limitation, for pension expense and/or cash contributions and/or benefit payments under its benefit plans, advertising, promotions and marketing activities or sales returns related to any reduction of retail space, product discontinuances or otherwise, exceed the anticipated level of expenses;

(iii) the Company's belief that the continued execution of its business strategy could include taking advantage of additional opportunities to reposition, repackage or reformulate one or more brands or product lines, launching additional new products, acquiring businesses or brands, further refining its approach to retail merchandising and/or taking further actions to optimize its manufacturing, sourcing and organizational size and structure, any of which, whose intended purpose would be to create value through profitable growth, could result in the Company making investments and/or recognizing charges related to executing against such opportunities;

(iv) our expectations regarding continuing to focus on our business strategy, including our plans to (a) build and leverage our strong brands; (b) improve the execution of our strategies and plans and provide for continued improvement in our organizational capability through enabling and developing our employees; (c) continue to strengthen our international business; (d) improve our operating profit margins and cash flow; and (e) improve our capital structure;

(v) restructuring activities, restructuring costs and charges, the timing of restructuring payments and the benefits from such activities;

(vi) the Company's expectation that operating revenues, cash on hand and funds available for borrowing under Products Corporation's 2006 Revolving Credit Facility and other permitted lines of credit will be sufficient to enable the Company to cover its operating expenses for 2009, including the cash requirements referred to in item (viii) below;

(vii) the Company's expected principal sources of funds, including operating revenues, cash on hand and funds available for borrowing under Products Corporation's 2006 Revolving Credit Facility and other permitted lines of credit, as well as the availability of funds from refinancing Products Corporation's indebtedness, selling assets or operations, capital contributions and/or loans from MacAndrews & Forbes, the Company's other affiliates and/or third parties and/or the sale of

Table of Contents

additional equity securities of Revlon, Inc. or additional debt securities of Revlon, Inc. or Products Corporation;

(viii) the Company's expected principal uses of funds, including amounts required for the payment of operating expenses, including expenses in connection with the continued execution of the Company's business strategy, payments in connection with the Company's purchases of permanent wall displays, capital expenditure requirements, restructuring programs, severance not otherwise included in the Company's restructuring programs, debt service payments and costs, debt repurchases (including, without limitation, that the Company may also, from time to time, seek to retire or purchase additional $9^{1}/_{2}$% Senior Notes and/or its other outstanding debt obligations in open market purchases, in privately negotiated transactions or otherwise and may seek to refinance some or all of its indebtedness based upon market conditions) and regularly scheduled pension and post-retirement benefit plan contributions and benefit payments, and its estimates of the amount and timing of its operating expenses, restructuring costs and payments, severance costs and payments, debt service payments (including payments required under Products Corporation's debt instruments), debt repurchases, cash contributions to the Company's pension plans and its other post-retirement benefit plans and benefit payments in 2009, purchases of permanent wall displays and capital expenditures;

(ix) matters concerning the Company's market-risk sensitive instruments, including the Interest Rate Swap, which is intended to reduce the effects of floating interest rates and the Company's exposure to interest rate volatility by hedging against fluctuations in variable interest rate payments on the applicable notional amount of Products Corporation's long-term debt under its 2006 Term Loan Facility, as well as the Company's expectations as to the counterparty's performance, including that any loss arising from the non-performance by the counterparty would not be material;

(x) the Company's plan to efficiently manage its cash and working capital, including, among other things, programs to reduce inventory levels over time; centralized purchasing to secure discounts and efficiencies in procurement; providing discounts to U.S. customers for more timely payment of receivables; prudent management of accounts payable; and targeted controls on general and administrative spending; and

(xi) the Company's expectations regarding its future pension expense, cash contributions and benefit payments under its benefit plans, including (a) the Company's expectations that the decline in the global financial markets in 2008 resulted in a decline in the market value of the Company's pension fund assets during 2008, which had the effect of reducing the funded status of such plans as of January 1, 2009, while at the same time, the discount rate used to value the Company's pension obligation at December 31, 2008 increased, which partially offset the effect of the asset decline, the net of which factors the Company expects will result in increased cash contributions to the Company's pension plans in 2010 and beyond and (b) the Company's expectations of the net impact on its pension expense from the pension re-measurements due to the cessation of future benefit accruals under the U.S. pension plans and the May 2009 Program.

Statements that are not historical facts, including statements about the Company's beliefs and expectations, are forward-looking statements. Forward-looking statements can be identified by, among other things, the use of forward-looking language such as "estimates," "objectives," "visions," "projects," "assumptions," "forecasts," "focus," "drive towards," "plans," "targets," "strategies," "opportunities," "drivers," "believes," "intends," "outlooks," "initiatives," "expects," "scheduled to," "anticipates," "seeks," "may," "will" or "should" or the negative of those terms, or other variations of those terms or comparable language, or by discussions of strategies, targets, long-range plans, models or intentions. 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 statements, whether as a result of new information, future events or otherwise.

Investors are advised, however, to consult any additional disclosures the Company made or may make in its 2008 Form 10-K, and its Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, in each case filed with the SEC in 2009 (which, among other places, can be found on the SEC's website at http://www.sec.gov, as well as on the Company's website at www.revloninc.com). Except as expressly set forth in this Form 10-Q, the information available from time to time on such websites shall not be deemed incorporated by reference into this Quarterly Report on Form 10-Q. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. **(See also Item 1A. "Risk Factors" in the Company's 2008 Form 10-K, as updated in this Form 10-Q, for further discussion of risks associated with the Company's business and indebtedness.)** In addition to factors that may be described in the Company's filings with the SEC, including this filing, the following factors, among others, could cause the Company's actual results to differ materially from those expressed in any forward-looking statements made by the Company:

(i) unanticipated circumstances or results affecting the Company's financial performance, including decreased consumer spending in response to weak economic conditions or weakness in the cosmetics category in the mass retail channel; changes in consumer preferences, such as reduced consumer demand for the Company's color cosmetics and other current products, including new product launches; changes in consumer purchasing habits, including with respect to shopping channels; lower than expected retail customer acceptance or consumer acceptance of, or less than anticipated results from, the Company's existing or new products; higher than expected pension expense and/or cash contributions under its benefit plans and/or benefit payments, advertising, promotional and/or marketing expenses or lower than expected results from the Company's advertising, promotional and/or marketing plans; higher than expected sales returns or decreased sales of the Company's existing or new products; actions by the Company's customers, such as retailer inventory management and greater than anticipated retailer space reconfigurations or reductions in retail space and/or product discontinuances; and changes in the competitive environment and actions by the Company's competitors, including business combinations, technological breakthroughs, new products offerings, increased advertising, promotional and marketing spending and advertising, promotional and/or marketing successes by competitors, including increases in share in the mass retail channel;

(ii) in addition to the items discussed in (i) above, the effects of and changes in economic conditions (such as continued volatility in the financial markets, inflation, monetary conditions and foreign currency fluctuations, as well as in trade, monetary, fiscal and tax policies in international markets) and political conditions (such as military actions and terrorist activities);

(iii) unanticipated costs or difficulties or delays in completing projects associated with the continued execution of the Company's business strategy or lower than expected revenues or the inability to create value through profitable growth as a result of such strategy, including lower than expected sales, or higher than expected costs, including as may arise from any additional repositioning, repackaging or reformulating of one or more brands or product lines, launching of new product lines, including difficulties or delays, or higher than expected expenses, including for sales returns, in launching its new products, acquiring businesses or brands, further refining its approach to retail merchandising, and/or difficulties, delays or increased costs in connection with taking further actions to optimize the Company's manufacturing, sourcing, supply chain or organizational size and structure;

(iv) difficulties, delays or unanticipated costs in continuing to execute the Company's business strategy, which could affect our ability to achieve our objectives as set forth in clause (iv) above, such as (a) less than effective product development, less than expected acceptance of our new or existing products by consumers and/or retail customers, less than expected acceptance of our advertising, promotional and/or marketing plans by our consumers and/or retail customers, less than expected investment in advertising, promotional and/or marketing activities or greater than expected competitive investment, less than expected acceptance of our brand communication by consumers and/or retail partners, less than expected levels of advertising, promotional and/or marketing activities for our new product launches and/or less than expected levels of execution with our retail partners or higher than expected costs and expenses; (b) difficulties, delays or the inability to improve the execution of our strategies and plans and/or build our organizational capability, provide employees with opportunities to develop professionally and/or provide employees who have demonstrated capability with new and expanded responsibilities or roles; (c) difficulties, delays or unanticipated costs in connection with our plans to continue to strengthen our international business, such as due to higher than anticipated levels of investment required to support and build our brands globally or less than anticipated results from our national and multi-national brands; (d) difficulties, delays or unanticipated costs in connection with our plans to improve our operating profit margins and cash flow, such as difficulties, delays or the inability to take actions intended to improve results in sales returns, cost of goods sold, general and administrative expenses, working capital management and/or sales growth; and/or (e) difficulties, delays or unanticipated costs in consummating, or our inability to consummate, transactions to improve our capital structure and/or consummate transactions to do so, including higher than expected costs (including interest rates);

(v) difficulties, delays or unanticipated costs or less than expected savings and other benefits resulting from the Company's restructuring activities, such as less than anticipated cost reductions or other benefits from the 2009 Programs, 2008 Programs, 2007 Programs and/or 2006 Programs and the risk that the 2009 Programs, 2008 Programs, 2007 Programs and/or the 2006 Programs may not satisfy the Company's objectives;

(vi) lower than expected operating revenues, cash on hand and/or funds available under the 2006 Revolving Credit Facility and/or other permitted lines of credit or higher than anticipated operating expenses, such as referred to in clause (viii) below;

(vii) the unavailability of funds under Products Corporation's 2006 Revolving Credit Facility or other permitted lines of credit, or from refinancing indebtedness, or from capital contributions or loans from MacAndrews & Forbes, the Company's other affiliates and/or third parties and/or the sale of additional equity of Revlon, Inc. or debt securities of Revlon, Inc. or Products Corporation;

(viii) higher than expected operating expenses, sales returns, working capital expenses, permanent wall display costs, capital expenditures, restructuring costs, severance not otherwise included in the Company's restructuring programs, debt service payments, debt repurchases, regularly scheduled cash pension plan contributions and/or post-retirement benefit plan contributions and/or benefit payments;

(ix) interest rate or foreign exchange rate changes affecting the Company and its market-risk sensitive financial instruments, including less than anticipated benefits or other unanticipated effects of the Interest Rate Swap and/or difficulties, delays or the inability of the counterparty to perform such transactions;

(x) difficulties, delays or the inability of the Company to efficiently manage its cash and working capital; and/or

(xi) lower than expected returns on pension plan assets and/or lower discount rates, which could result in higher than expected cash contributions and/or pension expense.

Factors other than those listed above could also cause the Company's results to differ materially from expected results. This discussion is provided as permitted by the Private Securities Litigation Reform Act of 1995.

Website Availability of Reports and Other Corporate Governance Information

The Company maintains a comprehensive corporate governance program, including Corporate Governance Guidelines for Revlon, Inc.'s Board of Directors, Revlon, Inc.'s Board Guidelines for Assessing Director Independence and charters for Revlon, Inc.'s Audit Committee, Nominating and Corporate Governance Committee and Compensation and Stock Plan Committee. Revlon, Inc. maintains a corporate investor relations website, www.revloninc.com, where stockholders and other interested persons may review, without charge, among other things, Revlon, Inc.'s corporate governance materials and certain SEC filings (such as Revlon, Inc.'s annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements, annual reports, Section 16 reports reflecting certain changes in the stock ownership of Revlon, Inc.'s directors and Section 16 officers, and certain other documents filed with the SEC), each of which are generally available on the same business day as the filing date with the SEC on the SEC's website http://www.sec.gov, as well as on the Company's website http://www.revloninc.com. In addition, under the section of its website entitled, "Corporate Governance," Revlon, Inc. posts printable copies of the latest versions of its Corporate Governance Guidelines, Board Guidelines for Assessing Director Independence, charters for Revlon, Inc.'s Audit Committee, Nominating and Corporate Governance Committee and Compensation and Stock Plan Committee, as well as Revlon, Inc.'s Code of Business Conduct, which includes Revlon, Inc.'s Code of Ethics for Senior Financial Officers and the Audit Committee Pre-Approval Policy, each of which the Company will provide in print, without charge, upon written request to Michael T. Sheehan, Senior Vice President, Deputy General Counsel and Secretary, Revlon, Inc., 237 Park Avenue, New York, NY 10017. The business and financial materials and any other statement or disclosure on, or made available through, the websites referenced herein shall not be deemed incorporated by reference into this report.

PART II — OTHER INFORMATION

Item 1A. Risk Factors

In addition to the other information set forth in this report, when evaluating the Company's business, investors should carefully consider the risk factors discussed in Part I, "Item 1A. Risk Factors" in the Company's 2008 Form 10-K.

In connection with the consummation of the Exchange Offer, investors should also consider carefully the following risk factors, in addition to the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2008:

There can be no assurance that any trading market for our Series A Preferred Stock will develop or be maintained.

There can be no assurance that any market for the Series A Preferred Stock will develop or, if one does develop, that it will be maintained. If an active market for the Series A Preferred Stock fails to develop or be sustained, the trading price of the Series A Preferred Stock could be materially adversely affected. We have not, and we do not intend to, apply for listing of the Series A Preferred Stock on any securities exchange. The liquidity of the trading market in the Series A Preferred Stock, and the market price quoted for the Series A Preferred Stock, may be materially adversely affected by:

- changes in the overall market for preferred equity securities;
- changes in our financial performance or prospects;
- the prospects for companies in our industry generally;
- the number of holders of Series A Preferred Stock;
- the interest of securities dealers in making a market for Series A Preferred Stock; and
- prevailing interest rates.

We may be restricted by the terms of the applicable provisions of the General Corporation Law of the State of Delaware (the "DGCL") from paying dividends on the Series A Preferred Stock and/or redeeming the Series A Preferred Stock.

Under the DGCL, we are permitted to pay dividends only from our "surplus," which is the excess of our total assets over the sum of our liabilities plus the aggregate par value of our outstanding capital stock, or if we have no surplus, out of our net profits for the year in which a dividend is declared and/or for the immediately preceding fiscal year. We cannot assure holders of the Series A Preferred Stock that we will have any surplus or net profits so that we will be able to pay dividends on the Series A Preferred Stock. Additionally, we are permitted to redeem our capital stock, including the Series A Preferred Stock, only from our surplus. We cannot assure you that we will have any surplus at such time as it may be required to redeem the Series A Preferred Stock. In the event that we fail to pay any required dividends on the Series A Preferred Stock, the amount of such unpaid dividends will be added to the amount payable to holders of the Series A Preferred Stock upon redemption.

Holders of Series A Preferred Stock will only participate on a limited basis in any future earnings or growth of our business or the proceeds from one of certain specified change of control transactions.

While holders of the Series A Preferred Stock will be entitled to quarterly dividends at an annual rate of 12.75% over the four-year term of the Series A Preferred Stock, such holders will not benefit from increases, if any, in the value of the Company, including, without limitation, any increases due to a general economic recovery, unless there is a change of control of the Company during the three-year period following the consummation of the Exchange Offer. If such an event occurs, participation by holders of Series A Preferred Stock will be limited to the receipt of payments up to an aggregate of $12 per share (including the liquidation preference, dividends and payments upon certain specified change of control transactions).

The Series A Preferred Stock is senior to our Common Stock and is subordinate to our indebtedness. However, pursuant to the Senior Subordinated Term Loan Amendment, the Series A Preferred Stock is senior in right of payment to the payment of principal under our Senior Subordinated Term Loan.

The Series A Preferred Stock is senior to our Common Stock and subordinate to all of our present and future indebtedness, including, without limitation, in the event of any liquidation, dissolution or winding up of the Company. However, pursuant to the Senior Subordinated Term Loan Amendment entered into in connection with the Exchange Offer, the Senior Subordinated Term Loan may not be repaid prior to its maturity unless all shares of Series A Preferred Stock have been, or are being, redeemed and all payments due thereon have been, or are being, paid in full. Accordingly, upon any such liquidation, dissolution or winding up of the Company prior to the maturity of the Senior Subordinated Term Loan, all payments then due to:

- debt holders (other than holders of the Senior Subordinated Term Loan) will be made first;
- holders of the Series A Preferred Stock will be made next; and
- holders of the Senior Subordinated Term Loan will be made last.

Dividends on the Series A Preferred Stock are payable in cash quarterly on January 8, April 8, July 8 and October 8 of each year during the term of the Series A Preferred Stock. We expect that we will pay such dividends using the interest payments received by us from Products Corporation on the Contributed Loan. On October 8, 2013, Revlon, Inc. is required to redeem the Series A Preferred Stock. We expect to pay the liquidation preference on that date with the proceeds received from Products Corporation in respect of the maturity of the principal amount outstanding under the Contributed Loan. There can be no assurances that Products Contribution will have sufficient cash to pay the interest or repay the principal amount of the Contributed Loan when due or that Revlon, Inc. will have sufficient cash to pay dividends on the Series A Preferred Stock to redeem the Series A Preferred Stock at the end of its four-year term.

Holders of our capital stock are subject to future economic dilution in the event that we issue equity to third-parties who are not affiliated with MacAndrews & Forbes or to MacAndrews & Forbes on arms' length terms.

We are not prohibited from issuing equity to third parties or from issuing equity to MacAndrews & Forbes or its affiliates on arms' length terms. In the event of any such issuance, holders of our capital stock, including the Series A Preferred Stock and our Common Stock, will be economically diluted, and their participation in increases, if any, in the value of the Company will be proportionally diluted.

Item 4. Submission of Matters to a Vote of Security Holders

The information regarding certain matters submitted for action to Revlon, Inc.'s stockholders relating to the Exchange Offer included in the Schedule 14C Information Statement filed with the SEC on August 20, 2009 pursuant to Section 14(c) of the Securities Exchange Act of 1934, as amended, is incorporated herein by reference.

REVLON, INC. AND SUBSIDIARIES

Item 6. Exhibits

* 3.1	Restated Certificate of Incorporation of Revlon, Inc. dated October 29, 2009.
3.2	Certificate of Designation of Series A Preferred Stock of Revlon, Inc. (incorporated by reference to Exhibit(d)(9) to Amendment No. 8 of Revlon, Inc.'s Schedule TO/Schedule 13E-3 filed with the SEC on October 8, 2009).
10.1	Contribution and Stockholder Agreement, dated as of August 10, 2009 (incorporated by reference to Annex B-1 to Exhibit (a)(1)(J) of Revlon, Inc.'s Schedule TO/Schedule 13E-3 filed with the SEC on September 24, 2009).
10.2	Amendment No. 1 to the Contribution and Stockholder Agreement, dated as of September 23, 2009, by and between Revlon, Inc. and MacAndrews & Forbes Holdings Inc. (incorporated by reference to Annex B-2 of Exhibit (a)(1)(J) of Revlon, Inc.'s Schedule TO/Schedule 13E-3 filed with the SEC on September 24, 2009).
10.3	Amended and Restated Amendment No. 2 to the Senior Subordinated Term Loan Agreement, dated as of September 23, 2009, by and between Revlon Consumer Products Corporation and MacAndrews & Forbes Holdings Inc. (incorporated by reference to Annex C of Exhibit (a)(1)(J) of Revlon, Inc.'s Schedule TO/Schedule 13E-3 filed with the SEC on September 24, 2009).
*31.1	Certification of Alan T. Ennis, Chief Executive Officer, dated October 29, 2009, pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act.
*31.2	Certification of Steven Berns, Chief Financial Officer, dated October 29, 2009, pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act.
32.1 (furnished herewith)	Certification of Alan T. Ennis, Chief Executive Officer, dated October 29, 2009, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2 (furnished herewith)	Certification of Steven Berns, Chief Financial Officer, dated October 29, 2009, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Filed herewith.

Table of Contents

SIGNATURES

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

Dated: October 29, 2009

REVLON, INC.
Registrant

By: /s/ Steven Berns	By: /s/ Gina Mastantuono
Steven Berns Executive Vice President Chief Financial Officer and Treasurer	Gina Mastantuono Senior Vice President, Corporate Controller and Chief Accounting Officer

Exhibit 3.1

RESTATED

CERTIFICATE OF INCORPORATION

OF

REVLON, INC.

Revlon, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "GCL"), does hereby certify as follows:

(1) The present name of the Corporation is Revlon, Inc. The Corporation was originally incorporated under the name "New Revlon, Inc." and its original certificate of incorporation was filed with the office of the Secretary of State of the State of Delaware on April 24, 1992 (as amended, supplemented and/or restated to date, the "Certificate of Incorporation").

(2) This Restated Certificate of Incorporation was duly adopted in accordance with Section 245 of the GCL.

(3) This Restated Certificate of Incorporation only restates and does not further amend the provisions of the Certificate of Incorporation and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

(4) The text of the Certificate of Incorporation is restated in its entirety as follows:

FIRST: The name of the Corporation is REVLON, INC.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle. The name of its registered agent at that address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the GCL.

FOURTH: Authorized Capital Stock. The Corporation is authorized to issue 1,150,000,000 shares of capital stock, of which 900,000,000 shares shall be shares of Class A Common Stock, $.01 par value ("Class A Common Stock"), 200,000,000 shares shall be shares of Class B Common Stock, $.01 par value ("Class B Common Stock" and, together with the Class A Common Stock, the "Common Stock"), and 50,000,000 shares shall be shares of Preferred Stock, $.01 par value ("Preferred Stock").

(a) The powers, preferences and rights, and the qualifications, limitations and restrictions of each class of the Common Stock are as follows:

(1) Voting. At each annual or special meeting of stockholders, in the case of any written consent of stockholders in lieu of a meeting and for all other purposes, each holder of record of shares of Class A Common Stock on the relevant record date shall be entitled to one (1) vote for each share of Class A Common Stock standing in such person's name on the stock transfer records of the Corporation, and each holder of record of Class B Common Stock on the relevant record date shall be entitled to ten (10) votes for each share of Class B Common Stock standing in such person's name on the stock transfer records of the Corporation. Except as otherwise required by law, and subject to the rights of holders of the Series A Preferred Stock, par value $.01 per share (the "Series A Preferred

Stock”), of the Corporation or any other series of Preferred Stock of the Corporation that may be issued from time to time, the holders of shares of Class A Common Stock and of shares of Class B Common Stock shall vote as a single class on all matters with respect to which a vote of the stockholders of the Corporation is required under applicable law, the Certificate of Incorporation of the Corporation, or the By-Laws of the Corporation, or on which a vote of stockholders is otherwise duly called for by the Corporation, including, but not limited to, the election of directors, matters concerning the sale, lease or exchange of all or substantially all of the property and assets of the Corporation, mergers or consolidations with another entity or entities, dissolution of the Corporation and amendments to the Certificate of Incorporation of the Corporation. Except as provided in this Article FOURTH or by applicable law, whenever applicable law, the Certificate of Incorporation of the Corporation or the By-Laws of the Corporation provide for the necessity of an affirmative vote of the stockholders entitled to cast at least a majority (or any other greater percentage) of the votes which all stockholders are entitled to cast thereon, or a “majority (or any other greater percentage) of the voting stock,” or language of similar effect, any and all such language shall mean that the holders of shares of Class A Common Stock and the holders of shares of Class B Common Stock shall vote as one class and that a majority (or any other greater percentage) consists of a majority (or such other greater percentage) of the total number of votes entitled to be cast in accordance with the provisions of this Article FOURTH.

(i) Neither the holders of shares of Class A Common Stock nor the holders of shares of Class B Common Stock shall have cumulative voting rights.

(ii) The Corporation may, as a condition to counting the votes cast by any holder of shares of Class B Common Stock at any annual or special meeting of stockholders, in the case of any written consent of stockholders in lieu of a meeting, or for any other purpose, require the furnishing of such affidavits or other proof as it may reasonably request to establish that the shares of Class B Common Stock held by such holder have not, by virtue of the provisions of subparagraphs (b)(6) or (7) of this Article FOURTH, been converted into shares of Class A Common Stock.

(2) Dividends; Stock Splits. Subject to the rights of the holders of shares of any series of Preferred Stock, and subject to any other provisions of the Certificate of Incorporation of the Corporation, holders of shares of Class A Common Stock and shares of Class B Common Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors of the Corporation (hereinafter referred to as the “Board”) from time to time out of assets or funds of the Corporation legally available therefore. If at any time a dividend or other distribution in cash or other property (other than dividends or other distributions payable in shares of Common Stock or other voting securities or options or warrants to purchase shares of Common Stock or other voting securities or securities convertible into or exchangeable for shares of Common Stock or other voting securities) is paid on the shares of Class A Common Stock or shares of Class B Common Stock, a like dividend or other distribution in cash or other property shall also be paid on shares of Class B Common Stock or shares of Class A Common Stock, as the case may be, in an equal amount per share. If at any time a dividend or other distribution payable in shares of Common Stock or options or warrants to purchase shares of Common Stock or securities convertible into or exchangeable for shares of Common Stock is paid on shares of Class A Common Stock or Class B Common Stock, a like dividend or other distribution shall also be paid on shares of Class B Common Stock or Class A Common Stock, as the case may be, in an equal amount per share; provided that, for this purpose, if shares of Class A Common Stock or other voting securities, or options or warrants to purchase shares of Class A Common Stock or other voting securities or securities convertible into or exchangeable for shares of Class A Common Stock or other voting securities, are paid on shares of Class A Common Stock and shares of Class B Common Stock or voting securities identical to the other securities paid on the shares of Class A Common Stock (except that the voting securities paid on the Class B Common Stock may have ten (10) times the number of votes per share as the other voting securities to be

received by the holders of the Class A Common Stock) or options or warrants to purchase shares of Class B Common Stock or such other voting securities or securities convertible into or exchangeable for shares of Class B Common Stock or such other voting securities, are paid on shares of Class B Common Stock, in an equal amount per share of Class A Common Stock and Class B Common Stock, such dividend or other distribution shall be deemed to be a like dividend or other distribution. In the case of any split, subdivision, combination or reclassification of shares of Class A Common Stock or Class B Common Stock, the shares of Class B Common Stock or Class A Common Stock, as the case may be, shall also be split, subdivided, combined or reclassified so that the number of shares of Class A Common Stock and Class B Common Stock outstanding immediately following such split, subdivision, combination or reclassification shall bear the same relationship to each other as did the number of shares of Class A Common Stock and Class B Common Stock outstanding immediately prior to such split, subdivision, combination or reclassification.

(3) Liquidation, Dissolution, etc. In the event of any liquidation, dissolution or winding up (either voluntary or involuntary) of the Corporation, the holders of shares of Class A Common Stock and the holders of shares of Class B Common Stock shall be entitled to receive the assets and funds of the Corporation available for distribution, after payments to creditors and to the holders of any Preferred Stock of the Corporation that may at the time be outstanding, in proportion to the number of shares held by them, respectively, without regard to class.

(4) Mergers, etc. In the event of any corporate merger, consolidation, purchase or acquisition of property or stock, or other reorganization, in each case with a third party that is not (and was not at the commencement of such transaction or any related transaction) an affiliate of the Company, in which any consideration is to be received by the holders of shares of Class A Common Stock or the holders of shares of Class B Common Stock, the holders of shares of Class A Common Stock and the holders of shares of Class B Common Stock shall receive the same consideration on a per share basis; provided that, if such consideration shall consist in any part of voting securities (or of options or warrants to purchase, or of securities convertible into or exchangeable for, voting securities), the holders of shares of Class B Common Stock may receive, on a per share basis, voting securities with ten (10) times the number of votes per share as those voting securities to be received by the holders of shares of Class A Common Stock (or options or warrants to purchase, or securities convertible into or exchangeable for, voting securities with ten (10) times the number of votes per share as those voting securities issuable upon exercise of the options or warrants to be received by the holders of the shares of Class A Common Stock, or into which the convertible or exchangeable securities to be received by the holders of the shares of Class A Common Stock may be converted or exchanged); and provided, further, for the avoidance of doubt, that this clause (4) is not applicable to a transaction pursuant to which MacAndrews & Forbes Holdings Inc. or its affiliates do not sell or otherwise dispose of their interests but acquire or cause to be acquired the interests of the remaining common stockholders of the Company (other than transfers among MacAndrews & Forbes Holdings Inc. or any of its affiliates).

(5) No Preemptive or Subscription Rights. No holder of shares of Class A Common Stock or Class B Common Stock shall be entitled to preemptive or subscription rights.

(6) Transfer Restriction; Change of Control of Holders. Except as provided in subparagraph (b)(6)(iv) of this Article FOURTH, no person holding record ownership of shares of Class B Common Stock (hereinafter called a “Class B Holder”) may transfer, and the Corporation shall not register the transfer of, such shares of Class B Common Stock, except to a Permitted Transferee of such Class B Holder. For the purposes hereof, a “Permitted Transferee” shall mean:

(1) In the case of Class B Holder who is a natural person, such Class B Holder’s “Permitted Transferee” means (A) the present or former spouse of such Class B Holder, a lineal descendant of such Class B Holder or any ancestor of any such lineal descendant, or a lineal

descendant of the present or former spouse of such Class B Holder, or (B) the trustee of a trust (including a voting trust) principally for the benefit of such Class B Holder and/or persons who are Permitted Transferees of such Class B Holder; provided that such trust may grant a general or special power of appointment to such Class B holder and/or any persons who are Permitted Transferees of such Class B Holder, and may permit trust assets to be used to pay taxes, legacies and other obligations of the trust or the estate of such Class B Holder and/or any persons who are Permitted Transferees of such Class B Holder, payable by reason of the death of such Class B Holder and/or any persons who are Permitted Transferees of such Class B Holder, and (C) the executor, administrator, guardian or personal representative of the estate of such Class B Holder.

(2) In the case of any Class B Holder, such Class B Holder's "Permitted Transferee" means, in addition to any other Permitted Transferee hereunder, (A) a corporation, limited liability company or partnership controlled by such Class B Holder and/or persons who are Permitted Transferees of such Class B Holder; provided that if control of such a corporation, limited liability company or partnership (or of any survivor of a merger or consolidation of such a corporation, limited liability company or partnership), is acquired by any person who is not within such class of persons, each share of Class B Common Stock then held by such corporation, limited liability company or partnership, as the case may be, shall be deemed, without further act on the part of the holder thereof or the Corporation, to be converted into one share of Class A Common Stock, and stock certificates formerly representing each share of Class B Common Stock shall thereupon and thereafter be deemed to represent such number of shares of Class A Common Stock as equals the number of shares of Class A Common Stock into which such shares of Class B Common Stock could be converted pursuant to the terms hereof, and (B) the estate of a bankrupt or insolvent Class B Holder.

(3) In the case of a Class B Holder which is a trustee pursuant to a trust, such Class B Holder's "Permitted Transferee" means (A) the person who contributed the shares of Class B Common Stock in question to such trust (provided that there has been no change in control of such person other than to a Permitted Transferee of such person), and (B) a Permitted Transferee of the person (provided that there has been no change in control of such person other than to a Permitted Transferee of such person) who contributed the shares of Class B Common Stock in question to such trust.

(4) In the case of a Class B Holder which is a corporation or limited liability company, such Class B Holder's "Permitted Transferee" means any (A) direct or indirect controlling stockholder of such corporation or member of such limited liability company (but not any other stockholder of such corporation or member of such limited liability company), and (B) any Permitted Transferee of such controlling stockholder or member (as if such controlling stockholder or member were a Class B Holder), and the survivor of any merger or consolidation of such corporation or limited liability company; provided that, if control of such a corporation or limited liability company (or of any survivor of a merger or consolidation of such a corporation or limited liability company) is acquired by any person who is not within such class of persons, whether as a result of a merger or consolidation or otherwise, each share of Class B Common Stock then held by such corporation or limited liability company shall be deemed, without further act on the part of the holder thereof or the Corporation, to be converted into one share of Class A Common Stock, and stock certificates formerly representing such shares of Class B Common Stock shall thereupon and thereafter be deemed to represent such number of shares of Class A Common Stock as equals the number of shares of Class A Common Stock into which such shares of Class B Common Stock could be converted pursuant to the terms hereof.

(5) In the case of a Class B Holder which is a partnership, such Class B Holder's "Permitted Transferee" means (A) any direct or indirect controlling partner of such partnership (but not any other partner of such partnership), and any Permitted Transferee of such controlling partner

(as if such controlling partner were a Class B Holder), and (B) the survivor of a merger or consolidation of such partnership; provided that if control of such a partnership (or of any survivor of a merger or consolidation of such a partnership) is acquired by any person who is not within such class of persons, whether as a result of a merger or consolidation or otherwise, each share of Class B Common Stock then held by such partnership shall be deemed, without further act on the part of the holder thereof or the Corporation, to be converted into one share of Class A Common Stock, and stock certificates formerly representing each share of Class B Common Stock shall thereupon and thereafter be deemed to represent such number of shares of Class A Common Stock as equals the number of shares of Class A Common Stock into which such shares of Class B Common Stock could be converted pursuant to the terms hereof.

(6) In the case of a Class B Holder which is the estate of a deceased Class B Holder, or which is the estate of a bankrupt or insolvent Class B Holder, such Class B Holder's "Permitted Transferee" means a Permitted Transferee of such deceased, bankrupt or insolvent Class B Holder.

(7) In the case of any Class B Holder, such Class B Holder's "Permitted Transferee" means, without limitation of the foregoing, any direct or indirect Permitted Transferee of a Permitted Transferee of such Class B Holder.

(ii) Notwithstanding anything to the contrary set forth herein, but subject to the provisions of subparagraph (b)(6)(iv) of this Article FOURTH, in the event of any direct or indirect transfer of beneficial ownership of any shares of Class B Common Stock which, had such transfer also been a transfer of record ownership of such shares of Class B Common Stock, would not have been to a Permitted Transferee, each share of Class B Common Stock transferred shall be deemed, without further act on the part of the holder thereof or the Corporation, to be converted into one share of Class A Common Stock, and stock certificates formerly representing each share of Class B Common Stock shall thereupon and thereafter be deemed to represent such number of shares of Class A Common Stock as equals the number of shares of Class A Common Stock into which such shares of Class B Common Stock could be converted pursuant to the terms hereof.

(iii) Notwithstanding anything to the contrary set forth herein, any event which would result in the automatic conversion of shares of Class B Common Stock into shares of Class A Common Stock shall not result in such conversion if, after such event, the record holder of such shares of Class B Common Stock is a corporation, limited liability company or partnership as to which, with respect to the shares of Class B Common Stock held by such corporation, limited liability company or partnership, any Permitted Transferee of the Class B Holder prior to such event has, directly or indirectly, both investment power (which includes the power to dispose, or direct the disposition of, such shares of Class B Common Stock) and voting power (which includes the power to vote, or direct the voting of, such shares of Class B Common Stock); provided that no transaction or event intended to avoid the automatic conversion provision of this subparagraph (b)(6) of Article FOURTH shall in any event be entitled to the benefit of this subparagraph (b)(6)(iii) of Article FOURTH.

(iv) Notwithstanding anything to the contrary set forth herein, any Class B Holder may pledge such Class B Holder's shares of Class B Common Stock to a pledgee pursuant to a bona fide pledge of such shares as collateral security for any indebtedness or other obligation of any person; provided that, even if such shares are registered in the name of the pledgee or its nominee (which registration is hereby expressly permitted and shall not be considered a transfer hereunder), such shares shall remain subject to the provisions of this subparagraph (b)(6) of Article FOURTH. In the event that such pledged shares of Class B Common Stock (the "Pledged Stock") are foreclosed upon, each share of such Pledged Stock shall be deemed, without further act on the part of the holder thereof or the Corporation, to be converted into one share of Class A Common Stock, and stock certificates formerly representing one share of Class B Common Stock shall thereupon and thereafter be deemed to represent such number of shares of Class A Common Stock as equals the number of shares of Class A Common Stock into which such shares of Class B Common Stock could be converted pursuant to the terms hereof upon the earlier of (i) if the pledgor is contesting the foreclosure on such shares of Pledged Stock, 30 days after the date on which the foreclosure on such Pledged Stock becomes final and non-appealable or (ii) if the pledgor is not contesting the foreclosure on such shares of Pledged Stock, 30 days after the date on which such Pledged Stock is foreclosed upon; provided that the Pledged Stock shall not be automatically converted as provided in this subparagraph (b)(6)(iv) of Article FOURTH hereof as a result of such foreclosure if, prior to expiration of either such 30-day period, the Pledged Stock shall be transferred by the pledgee or the purchaser in such foreclosure to a Class B Holder or one or more Permitted Transferees of a Class B Holder.

(v) Notwithstanding anything to the contrary herein, the Corporation shall not register the transfer of any shares of Class B Common Stock, unless the transferee and the transferor of such Class B Common Stock have furnished such affidavits and other proof as the Corporation may reasonably request to establish that such proposed transferee is a Permitted Transferee. In addition, upon any purported transfer of shares of Class B Common Stock not permitted hereunder, each share of Class B Common Stock purported to be so transferred shall be deemed, without further act on the part of the holder thereof or the Corporation, to be converted into one share of Class A Common Stock, and stock certificates formerly representing one share of Class B Common Stock shall thereupon and thereafter be deemed to represent such number of shares of Class A Common Stock as equals the number of shares of Class A Common Stock into which such shares of Class B Common Stock could be converted pursuant to the terms hereof, and the Corporation shall register such shares of Class A Common Stock in the name of the person to whom such shares of Class B Common Stock were purported to be transferred.

(vi) The Corporation shall include on the certificates for shares of Class B Common Stock a legend referring to the restrictions on transfer and registration of transfer imposed by this subparagraph (b)(6) of Article FOURTH.

(7) Automatic Conversion. In the event the aggregate number of shares of Class B Common Stock and Class A Common Stock held by the Class B Holder and its Permitted Transferees at any time shall constitute less than ten percent (10%) of the total number of shares of Common Stock issued and outstanding at such time, then, without any further act on the part of the holder thereof or the Corporation, each share of Class B Common Stock then issued and outstanding shall be deemed to be converted into one share of Class A Common Stock, and stock certificates formerly representing each share of Class B Common Stock shall thereupon and thereafter be deemed to represent such number of shares of Class A Common Stock as equals the number of shares of Class A Common Stock into which such shares of Class B Common Stock could be converted pursuant to the terms hereof. For purposes of the immediately preceding sentence, any shares of Class A Common Stock and Class B Common Stock repurchased or otherwise acquired by the Corporation and not subsequently sold or otherwise transferred by the Corporation shall no longer be deemed "outstanding" from and after the date of repurchase. Any event set forth in subparagraph (b)(6) or (7) of this Article FOURTH pursuant to which shares of Class B Common Stock have been automatically converted into shares of Class A Common Stock are hereinafter referred to as an "Event of Automatic Conversion."

(i) Conversion pursuant to an Event of Automatic Conversion shall be deemed to have been effected at the time the Event of Automatic Conversion occurred (such time being the "Conversion Time"). The person entitled to receive the shares of Class A Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Class A Common Stock at and as of the Conversion Time, and the rights of such person as a holder of shares of Class B Common Stock with respect to the shares of Class B Common Stock that have been converted, shall cease and terminate at and as of the Conversion Time.

(8) Voluntary Conversion. Each share of Class B Common Stock shall be convertible, at the option of its record holder, into one validly issued, fully paid and non-assessable share of Class A Common Stock at any time. At the time of a voluntary conversion, the record holder of shares of Class B Common Stock shall deliver to the principal office of the Corporation or any transfer agent for shares of the Class A Common Stock (i) the certificate or certificates representing the shares of Class B Common Stock to be converted, duly endorsed in blank or accompanied by proper instruments of transfer, and (ii) written notice to the Corporation specifying the number of shares of Class B Common Stock to be converted into shares of Class A Common Stock and stating the name or names (with addresses) and denominations in which the certificate or certificates representing the shares of Class A Common Stock issuable upon such conversion are to be issued and including instructions for the delivery thereof. Conversion shall be deemed to have been effected at the time when delivery is made to the Corporation of both such written notice and the certificate or certificates representing the shares of Class B Common Stock to be converted or such later time as may be specified in such written notice, and as of such time each person named in such written notice as the person to whom a certificate representing shares of Class A Common Stock is to be issued shall be deemed to be the holder of record of the number of shares of Class A Common Stock to be evidenced by that certificate. Delivery of such certificates and such written notice shall obligate the Corporation to issue such shares of Class A Common Stock, and thereupon the Corporation or its transfer agent shall promptly issue and deliver at such stated address to such record holder of shares of Class A Common Stock a certificate or certificates representing the number of shares of Class A Common Stock to which such record holder is entitled by reason of such conversion, and shall cause such shares of Class A Common Stock to be registered in the name of such record holder.

(9) Unconverted Shares; Notice Required. In the event of the conversion of less than all of the shares of Class B Common Stock evidenced by a certificate surrendered to the Corporation in accordance with the procedures of subparagraphs (b)(6), (7) or (8) of this Article FOURTH hereof, the Corporation shall execute and deliver to or upon the written order of the holder of such unconverted shares, without charge to such holder, a new certificate evidencing the number of shares of Class B Common Stock not converted.

(10) Reservation. The Corporation hereby reserves and shall at all times reserve and keep available, out of its authorized and unissued shares of Class A Common Stock, for the purposes of effecting conversions, such number of duly authorized shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class B Common Stock. The Corporation covenants that all of the shares of Class A Common Stock so issuable shall, when so issued, be duly and validly issued, fully paid and non-assessable, and free from liens and charges. The Corporation shall take all action as may be necessary to ensure that all such shares of Class A Common Stock may be so issued without violation of any applicable law or regulation, or of any requirements of any national securities exchange upon which the shares of Class A Common Stock are or may be listed, or of any inter-dealer quotation system of a registered national securities association upon which the shares of Class A Common Stock are or may be listed.

(11) Power to Sell and Purchase Shares. Subject to applicable law, the Corporation shall have the power to issue and sell all or any part of any shares of any class of stock herein or hereafter authorized to such persons, and for such consideration, as the Board shall from time to time, in its discretion, determine, whether or not greater consideration could be received upon the issue or sale of the same number of shares of another class, and as otherwise permitted by law. The Corporation shall have the power to purchase any shares of any class of stock herein or hereafter authorized from such persons, and for such consideration, as the Board shall from time to time, in its discretion, determine, whether or not less consideration could be paid upon the purchase of the same number of shares of another class, and as otherwise permitted by law.

(12) Rights Otherwise Identical. Except as expressly set forth herein, the rights of the holders of Class A Common Stock and the rights of the holders of Class B Common Stock shall be in all respects identical.

(13) For purposes of this Article FOURTH:

(i) The relationship of any person that is derived by or through legal adoption shall be considered a natural one.

(ii) Each joint owner of shares of Class B Common Stock shall be considered a “Class B Holder” of such shares.

(iii) A minor for whom shares of Class B Common Stock are held pursuant to a Uniform Gifts to Minors Act or similar law shall be considered a “Class B Holder” of such shares.

(iv) The term “beneficial ownership” (including, with a correlative meaning, the term “beneficially own”) shall have the meaning assigned such term in Rules 13d-3 and 13d-5 under the Securities Exchange Act of 1934, as amended, except that a person shall be deemed to have “beneficial ownership” of all shares that such person has the right to acquire, whether such right is exercisable immediately or only after the passage of time.

(v) Unless otherwise specified, the term “person” means both natural persons and legal entities.

(vi) The term “transfer” means any direct or indirect transfer (including, by sale, assignment, gift, bequest, appointment or otherwise), and shall also include, with respect to any Class B Holder, any direct or indirect change in control of such person.

(vii) The term “control” (including with correlative meanings, the terms “controlling, “controlled by” and “under common control with”), as applied to any person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of that person or entirety, whether through the ownership of voting securities, by contract or otherwise.

(b) Preferred Stock. The Board is expressly authorized to provide for the issuance of all or any shares of the Preferred Stock in one or more classes or series, and to fix for each such class or series such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board providing for the issuance of such class or series, including, without limitation, the authority to provide that any such class or series may be (i) subject to redemption at such time or times and at such price or prices, (ii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series, (iii) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (iv) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, of the Corporation at such price or prices or at such rates of exchange and with such adjustments; all as may be stated in such resolution or resolutions.

(c) Reverse Stock Split. As of September 15, 2008 at 11:59 p.m. (the “Effective Time”), 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.

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to adopt, amend, or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article FIFTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

(6) The Corporation shall not be governed by Section 203 of the GCL.

SIXTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board or in the By-Laws of the Corporation.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed in this Certificate of Incorporation, the By-Laws or the laws of the State of Delaware and all rights herein conferred upon stockholders are granted subject to such reservation.

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation to be duly executed this 29th day of October, 2009.

REVLON, INC.

By /s/ Robert K. Kretzman

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

Exhibit 31.1

CERTIFICATIONS

I, Alan T. Ennis, certify that:

1. I have reviewed this quarterly report on Form 10-Q (the "Report") of Revlon, Inc. (the "Registrant");

2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this Report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Report is being prepared;

(b) Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and

(d) Disclosed in this Report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: October 29, 2009

/s/ Alan T. Ennis

Alan T. Ennis
President and Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Steven Berns, certify that:

1. I have reviewed this quarterly report on Form 10-Q (the “Report”) of Revlon, Inc. (the “Registrant”);

2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this Report;

4. The Registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Report is being prepared;

(b) Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and

(d) Disclosed in this Report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and

5. The Registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of the Registrant’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

Date: October 29, 2009

/s/ Steven Berns

Steven Berns
Executive Vice President, Chief Financial
Officer and Treasurer

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Revlon, Inc. (the “Company”) for the period ended September 30, 2009 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Alan T. Ennis, Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

October 29, 2009

/s/ Alan T. Ennis

Alan T. Ennis
Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Revlon, Inc. (the "Company") for the period ended September 30, 2009 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Steven Berns, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

October 29, 2009

/s/ Steven Berns

Steven Berns
Chief Financial Officer