REVLON INC /DE/ Form SC 13D/A October 08, 2013

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### SCHEDULE 13D/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 1)\*

REVLON, INC.

(Name of Issuer)

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

(Title of Classes of Securities)

761525609

(CUSIP Number of Classes of Securities)

BARRY F. SCHWARTZ EXECUTIVE VICE CHAIRMAN MACANDREWS & FORBES HOLDINGS INC. 35 EAST 62ND STREET NEW YORK, NEW YORK 10065 (212) 572-8600

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

Copies to:

ALAN C. MYERS, ESQ. AND PETER D. SERATING, ESQ. SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP FOUR TIMES SQUARE NEW YORK, NEW YORK 10036 (212) 735-3000

October 8, 2013 (Date of Event Which Requires Filing of this Statement)

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

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

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

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

CUSIP No. 761525609

		e			
	NAME OF REPORTING PERSON				
1	THIND OF REFORM TO LEASON				
	Ronald O. Perelman				
	CHECK THE APPROPRIATE BOX	IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
2					
2	(a) "				
	(p) "				
3	SEC USE ONLY				
3					
	SOURCE OF FUNDS (SEE INSTRU	CTIONS)			
4	SOURCE OF FEIVER (SEE INSTITE				
	00				
	CHECK BOX IF DISCLOSURE OF	LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO			
5	ITEM 2(d) OR 2(e)				
3					
		ANIZATION			
6	CITIZENSHIP OR PLACE OF ORGANIZATION				
O	Delaware				
		OLE VOTING POWER			
	7				
NUMBER OF	0	shares of Class A Common Stock			
SHARES		HARED VOTING POWER			
BENEFICIALLY		0.660.640.1			
OWNED BY EACH		0,669,640 shares of Class A Common Stock (1) OLE DISPOSITIVE POWER			
REPORTING	9	JLE DISPOSITIVE POWER			
PERSON		shares of Class A Common Stock			
WITH		HARED DISPOSITIVE POWER			
	10				
		5,108,030 shares of Class A Common Stock (1)			
	AGGREGATE AMOUNT BENEFIC	IALLY OWNED BY EACH REPORTING PERSON			
11	40.660.640.1				
	40,669,640 shares of Class A Common Stock CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN				
	SHARES (SEE INSTRUCTIONS)				
12					
	PERCENT OF CLASS REPRESENT	ED BY AMOUNT IN ROW (11)			
13					
	77.7%(2)	EE INICTRICTIONS			
14	TYPE OF REPORTING PERSON (SI	EE INSTRUCTIONS)			
17	IN				
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<sup>(1)</sup> The information set forth in Item 5 is incorporated herein by reference.

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CUSIP No. 76152	5609	3D	Page 3 of 27		
1	NAME OF REPORTING PERSON  MacAndrews & Forbes Holdings Inc. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
2	(a) " (b) " SEC USE ONLY		,		
3	SEC USE ONL I				
4	SOURCE OF FUNDS (SEE INSTRUCTION OF SHEEK POWER PROCESSES OF THE PAGE OF THE P				
5	ITEM 2(d) OR 2(e)	EGAL PROCEEDINGS IS REQUIRED PURS	UANTTO		
6	CITIZENSHIP OR PLACE OF ORGA	NIZATION			
	Delaware SO:	LE VOTING POWER			
NUMBER OF SHARES	0 sł SH.	nares of Class A Common Stock ARED VOTING POWER			
BENEFICIALLY OWNED BY EACH	40, SO:	669,640 shares of Class A Common Stock (1) LE DISPOSITIVE POWER			
REPORTING PERSON WITH	SH	nares of Class A Common Stock ARED DISPOSITIVE POWER			
	·	108,030 shares of Class A Common Stock (1) ALLY OWNED BY EACH REPORTING PER	SON		
11	40,669,640 shares of Class A Common	Stock			
12	SHARES (SEE INSTRUCTIONS)	AMOUNT IN ROW (11) EXCLUDES CERTA	AN		
13	PERCENT OF CLASS REPRESENTE	D BY AMOUNT IN ROW (11)			
	77.7%(2) TYPE OF REPORTING PERSON (SE	E INSTRUCTIONS)			
14	СО				

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

CUSIP No. 761525609

		C		
	NAME OF REPORTING PERSON			
1	W			
	MacAndrews & Forbes LLC CHECK THE APPROPRIATE BOX	X IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
2	CILLER TILL ATTROCKETTE BOX	THE MILITIDES OF A GROOT (GLE INSTRUCTIONS)		
2	(a) "			
	(b) " SEC USE ONLY			
3	SEC USE ONL I			
4	SOURCE OF FUNDS			
4	00			
		F LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO		
5	ITEM 2(d) OR 2(e)			
	CITIZENSHIP OR PLACE OF ORGANIZATION			
6	Dalaman			
	Delaware	SOLE VOTING POWER		
	7			
NUMBER OF		0 shares of Class A Common Stock SHARED VOTING POWER		
SHARES BENEFICIALLY		SHARED VOTING FOWER		
OWNED BY		40,669,640 shares of Class A Common Stock (1)		
EACH		SOLE DISPOSITIVE POWER		
REPORTING PERSON	9	0 shares of Class A Common Stock		
WITH		SHARED DISPOSITIVE POWER		
	10	26 100 020 1		
		36,108,030 shares of Class A Common Stock (1) CIALLY OWNED BY EACH REPORTING PERSON		
11	AGGREGATE ANGOLVI BENEFICIALET OWNED BY EACH REFORM ORTHVOTEROOF			
	40,669,640 shares of Class A Common Stock			
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
12	, , , , , , , , , , , , , , , , , , , ,			
		TED DV AMOUNT BY DOW (11)		
13	PERCENT OF CLASS REPRESEN	IED BY AMOUNT IN KOW (II)		
	77.7%(2)			
1 /	TYPE OF REPORTING PERSON (	SEE INSTRUCTIONS)		
14	00			

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

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CUSIP No. 761525609

00011 1.0.,0102		1 480 0 01 2
1	NAME OF REPORTING PERSON	
1	REV Holdings LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUC	CTIONS)
2	(a) "	
3	(b) " SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PUR ITEM 2(d) OR 2(e)	SUANT TO
5		
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware SOLE VOTING POWER 7	
NUMBER OF SHARES		
BENEFICIALLY OWNED BY	40,669,640 shares of Class A Common Stock (1)	
EACH REPORTING PERSON	SOLE DISPOSITIVE POWER  9 0 shares of Class A Common Stock	
WITH	SHARED DISPOSITIVE POWER	
	36,108,030 shares of Class A Common Stock (1) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	RSON
11	40,669,640 shares of Class A Common Stock	A INI
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERT SHARES (SEE INSTRUCTIONS)	AIIN
4.0	" PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
13	77.7%(2) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
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<sup>(1)</sup> The information set forth in Item 5 is incorporated herein by reference.

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CUSIP No. 761525609

00011 1101 / 0102		1 1180 0 01 2		
1	NAME OF REPORTING PERSON			
1	MacAndrews Cosmetics Holdings Inc. CHECK THE APPROPRIATE BOX IF	A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
2	(a) " (b) "			
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	OO CHECK BOX IF DISCLOSURE OF LE ITEM 2(d) OR 2(e)	EGAL PROCEEDINGS IS REQUIRED PURSUANT TO		
5				
6	CITIZENSHIP OR PLACE OF ORGAN	NIZATION		
	Delaware SOI	LE VOTING POWER		
	7			
NUMBER OF	0			
SHARES		ARED VOTING POWER		
BENEFICIALLY		MED TOTAL OF THE PROPERTY OF T		
OWNED BY		569,640 shares of Class A Common Stock (1)		
EACH		LE DISPOSITIVE POWER		
REPORTING	9	SE DIST OSTITYET OWER		
PERSON		ares of Class A Common Stock		
WITH		ARED DISPOSITIVE POWER		
*******	10	THE DISTOSTIVE TO WER		
		08,030 shares of Class A Common Stock (1)		
	•	LLY OWNED BY EACH REPORTING PERSON		
11				
	40,669,640 shares of Class A Common Stock			
		AMOUNT IN ROW (11) EXCLUDES CERTAIN		
10	SHARES (SEE INSTRUCTIONS)			
12	`			
	PERCENT OF CLASS REPRESENTE	O BY AMOUNT IN ROW (11)		
13		· /		
	77.7%(2)			
	TYPE OF REPORTING PERSON (SEE	E INSTRUCTIONS)		
14		•		
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<sup>(1)</sup> The information set forth in Item 5 is incorporated herein by reference.

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CUSIP No. 761525609

00011 1101 / 0102		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1			
1	NAME OF REPORTING PERSON	N			
1	Mafco One LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)				
2	(a) " (b) "				
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
	OO CHECK BOX IF DISCLOSURE O ITEM 2(d) OR 2(e)	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO			
5					
6	CITIZENSHIP OR PLACE OF OR	RGANIZATION			
Ü	Delaware	SOLE VOTING POWER			
	7	SOLL VOTINGTOWER			
NUMBER OF SHARES		0 SHARED VOTING POWER			
BENEFICIALLY	8	SHARED VOTING POWER			
OWNED BY		40,669,640 shares of Class A Common Stock (1)			
EACH REPORTING	9	SOLE DISPOSITIVE POWER			
PERSON	9	0 shares of Class A Common Stock			
WITH		SHARED DISPOSITIVE POWER			
	10	26 109 020 shares of Class A Common Stock (1)			
	AGGREGATE AMOUNT BENEF	36,108,030 shares of Class A Common Stock (1) ICIALLY OWNED BY EACH REPORTING PERSON			
11					
	40,669,640 shares of Class A Common Stock CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN				
12	SHARES (SEE INSTRUCTIONS)				
12					
		NTED BY AMOUNT IN ROW (11)			
13					
	77.7%(2) TYPE OF REPORTING PERSON	(SEE INSTRUCTIONS)			
14	TITE OF RELOCITIO FERSON	(SEE INSTRUCTIONS)			
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<sup>(1)</sup> The information set forth in Item 5 is incorporated herein by reference.

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CUSIP No. 761525609

COSH 140. 70132	3007	130	1 age 0 01 2
1	NAME OF REPORTING PERSON	N	
1	Mafco Four LLC CHECK THE APPROPRIATE BO	X IF A MEMBER OF A GROUP (SEE INSTRUC	TIONS)
2	(a) " (b) "		
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5		OF LEGAL PROCEEDINGS IS REQUIRED PURS	UANT TO
6	CITIZENSHIP OR PLACE OF OR	GANIZATION	
	Delaware		
	-	SOLE VOTING POWER	
NIIIMBED OF	7	O alta anno a Colora A. Carana a a Charala	
NUMBER OF SHARES		0 shares of Class A Common Stock SHARED VOTING POWER	
BENEFICIALLY	8	SHARED VOTING FOWER	
OWNED BY	o	40,669,640 shares of Class A Common Stock (1)	
EACH		SOLE DISPOSITIVE POWER	
REPORTING	9	SOLL DISTOSITIVE TO WER	
PERSON		0 shares of Class A Common Stock	
WITH		SHARED DISPOSITIVE POWER	
	10		
		36,108,030 shares of Class A Common Stock (1)	
	AGGREGATE AMOUNT BENEF	ICIALLY OWNED BY EACH REPORTING PER	SON
11			
	40,669,640 shares of Class A Com		
		TE AMOUNT IN ROW (11) EXCLUDES CERTA	IN
12	SHARES (SEE INSTRUCTIONS)		
	PERCENT OF CLASS REPRESE	NTED BY AMOUNT IN ROW (11)	
13	TERCENT OF CEASS REFRESE	VILD DT AMOUNT IN NOW (11)	
13	77.7%(2)		
	TYPE OF REPORTING PERSON	(SEE INSTRUCTIONS)	
14		•	
	00		

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

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CUSIP No. 761525609

COSH 110. 70132	.5007	130	1 age 7 01 2
1	NAME OF REPORTING PERSON		
1	MacAndrews & Forbes Group, LLC CHECK THE APPROPRIATE BOX	IF A MEMBER OF A GROUP (SEE INSTRUCT	TIONS)
2	(a) " (b) " SEC USE ONLY		
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5		LEGAL PROCEEDINGS IS REQUIRED PURSU	JANT TO
6	CITIZENSHIP OR PLACE OF ORG	ANIZATION	
	Delaware S	OLE VOTING POWER	
NUMBER OF SHARES	0	shares of Class A Common Stock HARED VOTING POWER	
BENEFICIALLY OWNED BY EACH	4	0,669,640 shares of Class A Common Stock (1) OLE DISPOSITIVE POWER	
REPORTING PERSON	9	shares of Class A Common Stock	
WITH	10	CHARED DISPOSITIVE POWER	
11		6,108,030 shares of Class A Common Stock (1) CIALLY OWNED BY EACH REPORTING PERS	SON
	40,669,640 shares of Class A Commo CHECK BOX IF THE AGGREGAT SHARES (SEE INSTRUCTIONS)	on Stock E AMOUNT IN ROW (11) EXCLUDES CERTAI	IN
12		CED DV AMOUNT BUDOW (11)	
13	PERCENT OF CLASS REPRESENT 77.7%(2)	EDBY AMOUNT IN KOW (11)	
14	TYPE OF REPORTING PERSON (S	EE INSTRUCTIONS)	
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<sup>(1)</sup> The information set forth in Item 5 is incorporated herein by reference.

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CUSIP No. 76152	5609	13D	Page 10 of 27
1	NAME OF REPORTING PERSON RCH Holdings One Inc. CHECK THE APPROPRIATE BOX	X IF A MEMBER OF A GROUP (SEE INSTRU	CTIONS)
2	(a) " (b) " SEC USE ONLY		
3	SEC USE ONE I		
4	SOURCE OF FUNDS  OO CHECK BOX IF DISCLOSURE O	F LEGAL PROCEEDINGS IS REQUIRED PUR	SHANT TO
5	ITEM 2(d) OR 2(e)	r LEGAL I ROCEEDINGS IS REQUIRED I OR	SUANT TO
6	 CITIZENSHIP OR PLACE OF OR	GANIZATION	
	Delaware 7	SOLE VOTING POWER	
NUMBER OF SHARES		0 shares of Class A Common Stock SHARED VOTING POWER	
BENEFICIALLY OWNED BY EACH		40,669,640 shares of Class A Common Stock (1) SOLE DISPOSITIVE POWER	
REPORTING PERSON WITH		0 shares of Class A Common Stock SHARED DISPOSITIVE POWER	
	10 ACCREGATE AMOUNT RENEE	36,108,030 shares of Class A Common Stock (1)	
11	40,669,640 shares of Class A Comm	non Stock	
12	SHARES (SEE INSTRUCTIONS)	TE AMOUNT IN ROW (11) EXCLUDES CERT	AIN
13	PERCENT OF CLASS REPRESEN	TTED BY AMOUNT IN ROW (11)	
13	77.7%(2) TYPE OF REPORTING PERSON	(SEE INSTRUCTIONS)	
14	СО		

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

CUSIP No. 761525609

COSH 110. 70132	3007	130	1 age 11 01 2
1	NAME OF REPORTING PERSON	I	
1	NDX Holdings One LLC CHECK THE APPROPRIATE BO	X IF A MEMBER OF A GROUP (SEE INSTRU	CTIONS)
2	(a) " (b) "		
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5		F LEGAL PROCEEDINGS IS REQUIRED PUR	SUANT TO
C			
6	CITIZENSHIP OR PLACE OF OR	GANIZATION	
	Delaware		
	_	SOLE VOTING POWER	
	7		
NUMBER OF		0 shares of Class A Common Stock	
SHARES		SHARED VOTING POWER	
BENEFICIALLY	8	40.660.640.1	
OWNED BY		40,669,640 shares of Class A Common Stock (1)	1
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING PERSON	9	0 shares of Class A Common Stock	
WITH		SHARED DISPOSITIVE POWER	
WIII	10	SHARED DISPOSITIVE FOWER	
	10	36,108,030 shares of Class A Common Stock (1)	1
	AGGREGATE AMOUNT BENEF	ICIALLY OWNED BY EACH REPORTING PE	
11	TICCHECTILITATION OF THE BELLER		115011
	40,669,640 shares of Class A Com	non Stock	
		TE AMOUNT IN ROW (11) EXCLUDES CERT	`AIN
12	SHARES (SEE INSTRUCTIONS)		
12			
	PERCENT OF CLASS REPRESEN	NTED BY AMOUNT IN ROW (11)	
13			
	77.7%(2)		
	TYPE OF REPORTING PERSON	(SEE INSTRUCTIONS)	
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<sup>(1)</sup> The information set forth in Item 5 is incorporated herein by reference.

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CUSIP No. 76152	5609	13D	Page 12 of 27
1	NAME OF REPORTING PERSON SGMS Acquisition Two Corporation CHECK THE APPROPRIATE BOX	IF A MEMBER OF A GROUP (SEE INSTRU	CTIONS)
2	(a) " (b) " SEC USE ONLY		
3			
4		LEGAL PROCEEDINGS IS REQUIRED PUR	SUANT TO
5	ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLACE OF ORC	GANIZATION	
	Delaware 5	SOLE VOTING POWER	
NUMBER OF SHARES		Shares of Class A Common Stock SHARED VOTING POWER	
BENEFICIALLY OWNED BY EACH	2 <b>S</b>	40,669,640 shares of Class A Common Stock (1) SOLE DISPOSITIVE POWER	
REPORTING PERSON WITH	S	shares of Class A Common Stock SHARED DISPOSITIVE POWER	
		36,108,030 shares of Class A Common Stock (1) CIALLY OWNED BY EACH REPORTING PE	
11	40,669,640 shares of Class A Comme		
12	SHARES (SEE INSTRUCTIONS)		
13	PERCENT OF CLASS REPRESENT 77.7%(2)	TED BY AMOUNT IN ROW (11)	
14	TYPE OF REPORTING PERSON (S	SEE INSTRUCTIONS)	

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

CUSIP No. 761525609

COSH 140. 70132	.5007	130	1 age 13 01 2
1	NAME OF REPORTING PERSO	N	
1	RLX Holdings One LLC CHECK THE APPROPRIATE BO	OX IF A MEMBER OF A GROUP (SEE INSTRUC	CTIONS)
2	(a) (b)		
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5		OF LEGAL PROCEEDINGS IS REQUIRED PUR	SUANT TO
6	CITIZENSHIP OR PLACE OF O	RGANIZATION	
	Delaware		
	7	SOLE VOTING POWER	
NIIIMBED OF	7	0 -1	
NUMBER OF		0 shares of Class A Common Stock SHARED VOTING POWER	
SHARES BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY	8	40,669,640 shares of Class A Common Stock (1)	
EACH		SOLE DISPOSITIVE POWER	
REPORTING	9	SOLE DISTOSITIVE TOWER	
PERSON		0 shares of Class A Common Stock	
WITH		SHARED DISPOSITIVE POWER	
***************************************	10	on med biol collive i o were	
		36,108,030 shares of Class A Common Stock (1)	
	AGGREGATE AMOUNT BENE	FICIALLY OWNED BY EACH REPORTING PEI	RSON
11			
	40,669,640 shares of Class A Com	nmon Stock	
		ATE AMOUNT IN ROW (11) EXCLUDES CERT.	AIN
12	SHARES (SEE INSTRUCTIONS		
12			
4.0	PERCENT OF CLASS REPRESE	ENTED BY AMOUNT IN ROW (11)	
13	77 78 (0)		
	77.7%(2)	I (SEE INSTRUCTIONS)	
1 /	TYPE OF REPORTING PERSON	(SEE INSTRUCTIONS)	
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<sup>(1)</sup> The information set forth in Item 5 is incorporated herein by reference.

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CUSIP No. 76152	25609	13D	Page 14 of 27	
1	NAME OF REPORTING PERSON			
	RLX Holdings Two LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
2	(a) " (b) "			
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
_	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
5				
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware			
WARDED OF	7	SOLE VOTING POWER		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		0 shares of Class A Common Stock SHARED VOTING POWER		
		40,669,640 shares of Class A Common Stock (1) SOLE DISPOSITIVE POWER		
		0 shares of Class A Common Stock SHARED DISPOSITIVE POWER		
		36,108,030 shares of Class A Common Stock (1)		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 40,669,640 shares of Class A Common Stock			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13 14	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	77.7%(2) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)			
	00			

- (1) The information set forth in Item 5 is incorporated herein by reference.
- (2) Calculation based on 52,356,798 shares of Class A Common Stock outstanding as of October 8, 2013.

CUSIP No. 761525609

1	NAME OF REPORTING PERSON			
1	Raymond G. Perelman CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
2	(a) " (b) "			
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
7	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO			
5	ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
-	United States	SOLE VOTING POWER		
	7			
NUMBER OF		0 shares of Class A Common Stock		
SHARES		SHARED VOTING POWER		
BENEFICIALLY	8			
OWNED BY		0 shares of Class A Common Stock		
EACH		SOLE DISPOSITIVE POWER		
REPORTING	9			
PERSON		0 shares of Class A Common Stock		
WITH		SHARED DISPOSITIVE POWER		
***************************************	10	SIT IKED DIST COTTIVE TO WER		
		4,561,610 shares of Class A Common Stock		
		CIALLY OWNED BY EACH REPORTING PERSON		
11	AGGILLANIOUNI BENEFI	CINEET OWNED BY ENCIPEED ON THE OR THE OR OF T		
11	4,561,610 shares of Class A Common Stock CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN			
	SHARES (SEE INSTRUCTIONS)			
12				
	DEDCENT OF CLASS DEDDESENTED BY AMOUNT IN DOW (11)			
12	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
13				
	8.7%(1)	CEE INCTRICTIONS		
1 <i>A</i>	TYPE OF REPORTING PERSON (	SEE INSTRUCTIONS)		
14	IN			

<sup>(1)</sup> Calculation based on 52,356,798 shares of Class A Common Stock outstanding as of October 8, 2013.

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This statement ("Amendment No. 1") amends and supplements the statement on Schedule 13D, dated October 8, 2009 (the "Schedule 13D"), filed with the Securities and Exchange Commission by Mr. Ronald O. Perelman, MacAndrews & Forbes Holdings Inc., a Delaware corporation ("MacAndrews & Forbes"), MacAndrews & Forbes LLC, a Delaware limited liability company ("M&F LLC"), REV Holdings LLC, a Delaware limited liability company ("REV Holdings"), MacAndrews Cosmetics Holdings Inc., a Delaware corporation ("MacAndrews Cosmetics"), Mafco One LLC, a Delaware limited liability company ("Mafco Four"), MacAndrews & Forbes Group, LLC, a Delaware limited liability company ("MacAndrews & Forbes Group"), RCH Holdings One Inc., a Delaware corporation ("RCH Holdings One") and Mr. Raymond G. Perelman (collectively, the "Original MacAndrews & Forbes Reporting Persons"), relating to the shares of Class A Common Stock, par value \$0.01 per share ("Class A Common Stock"), of Revlon, Inc., a Delaware corporation (the "Company").

This Amendment No. 1 is being filed by the Original MacAndrews & Forbes Reporting Persons, NDX Holdings One LLC, a Delaware limited liability company ("NDX Holdings One"), SGMS Acquisition Two Corporation, a Delaware corporation ("SGMS Acquisition Two"), RLX Holdings One LLC, a Delaware limited liability company ("RLX Holdings Two") (each of the foregoing, a "Reporting Person," and collectively, the "MacAndrews & Forbes Reporting Persons") with respect to shares of Class A Common Stock that may be deemed to be beneficially owned by such persons to report changes in certain information reported in Item 5 of this Schedule 13D resulting from (i) the redemption on October 8, 2013 by the Company of all 9,336,905 outstanding shares of the Company's Series A Preferred Stock, par value \$0.01 per share ("Series A Preferred Stock"), in accordance with and as required by the certificate of designations for the Series A Preferred Stock and (ii) the conversion on October 4, 2013 by REV Holdings LLC of 3,125,000 shares of Class B Common Stock, par value \$0.01 per share ("Class B Common Stock," together with Class A Common Stock, "Common Stock"), each having ten votes per share, into 3,125,000 shares of Class A Common Stock, each having one vote per share, in accordance with and as permitted by the terms of the Company's Restated Certificate of Incorporation. Capitalized terms used herein shall have the meanings ascribed to them in the Schedule 13D unless otherwise defined herein.

#### Item 2. Identity and Background

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

An amended and restated Schedule A, which includes certain required information regarding the Reporting Persons, is attached hereto and is incorporated herein by reference.

Each of the persons named on the amended and restated Schedule A (the "Schedule A Persons") is a United States citizen. During the last five years, none of the Reporting Persons or the Schedule A Persons has (i) been convicted in a criminal proceeding (excluding minor traffic violations or similar misdemeanors), or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

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

The information contained in Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following information:

(a) MacAndrews & Forbes, the sole stockholder of which is Ronald O. Perelman, directly or indirectly owns all the stock or membership interests, as applicable, of M&F LLC, REV Holdings, MacAndrews Cosmetics, Mafco One, Mafco Four, MacAndrews & Forbes Group, RCH Holdings One, NDX Holdings One, SGMS Acquisition Two, RLX Holdings One and RLX Holdings Two. Of the 40,669,640 shares of Class A Common Stock reported herein, (i) 35,784,530 shares of Class A Common Stock are beneficially owned by MacAndrews & Forbes or its wholly-owned subsidiaries; (ii) 4,561,610 shares of Class A Common Stock are beneficially owned by Raymond G. Perelman (MacAndrews & Forbes may be deemed to beneficially own 4,561,610 shares of Class A Common Stock beneficially owned by Raymond G. Perelman because MacAndrews & Forbes holds an irrevocable voting proxy with respect to those shares. Those shares are included in the totals reported, and on Items 8, 10, 11 and 13 on the attached Cover Pages for all of the filers except RCH Holdings One); and (iii) 323,500 shares of Class A Common Stock are held directly by Ronald O. Perelman.

The total Common Stock ownership of the MacAndrews & Forbes Reporting Persons represents approximately 77.7% of all of the Company's outstanding Class A Common Stock, which is the only class of the Company's equity securities outstanding as of October 8, 2013.

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

(b) See Item 5(a) above.

(c) As described above, on October 4, 2013, REV Holdings LLC converted 3,125,000 shares of Class B Common Stock into 3,125,000 shares of Class A Common Stock in accordance with and as permitted by the terms of the Company's Restated Certificate of Incoporation.

Of the Series A Preferred Stock redeemed by the Company on October 8, 2013, 22,014 shares were previously held by Mr. Barry F. Schwartz and 98,900 shares were previously held by Mr. Paul G. Savas.

(d) Not applicable.

(e) Not applicable.

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

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

Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the MacAndrews & Forbes Reporting Persons have entered into an agreement on October 8, 2013, with respect to the joint filing of this Schedule 13D and any amendment or amendments hereto (the "Joint Filing Agreement"). The Joint Filing Agreement is attached hereto as Exhibit 1 and incorporated herein by reference.

#### Item 7. Material To Be Filed as Exhibits

Exhibit 1

Joint Filing Agreement, dated as of October 8, 2013, by and among Ronald O. Perelman, MacAndrews & Forbes Holdings Inc., MacAndrews & Forbes LLC, REV Holdings LLC, MacAndrews Cosmetics Holdings Inc., Mafco One LLC, Mafco Four LLC, MacAndrews & Forbes Group, LLC, RCH Holdings One Inc., NDX Holdings One LLC, SGMS Acquisition Two Corporation, RLX Holdings One LLC, RLX Holdings Two LLC and Mr. Raymond G. Perelman.

#### **SIGNATURES**

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

Dated: October 8, 2013

/s/ Ronald O. Perelman Ronald O. Perelman

### MACANDREWS & FORBES HOLDINGS INC.

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

#### MACANDREWS & FORBES LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

#### **REV HOLDINGS LLC**

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

#### MACANDREWS COSMETICS HOLDINGS INC.

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

#### MAFCO ONE LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

#### MAFCO FOUR LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

#### MACANDREWS & FORBES GROUP, LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

#### RCH HOLDINGS ONE INC.

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

#### NDX HOLDINGS ONE LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

### SGMS ACQUISITION TWO CORPORATION

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

### RLX HOLDINGS ONE LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

### RLX HOLDINGS TWO LLC

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz

Title: Executive Vice Chairman

/s/ Raymond G. Perelman Raymond G. Perelman

Amended and Restated Schedule A

#### MacAndrews & Forbes Holdings Inc.

Executive officers and directors of MacAndrews & Forbes Holdings Inc., a Delaware corporation:

Name Principal Occupation

Ronald O. Perelman Director, Chairman and Chief Executive Officer of

MacAndrews & Forbes Holdings Inc.

Barry F. Schwartz Director, Executive Vice Chairman of MacAndrews & Forbes

Holdings Inc.

Paul G. Savas Executive Vice President and Chief Financial Officer of

MacAndrews & Forbes Holdings Inc.

Except as reported in Item 5, none of the persons listed above beneficially owns any shares of Common Stock. The director's and officer's address is MacAndrews & Forbes Holdings Inc., 35 East 62nd Street, New York, New York 10065. All of the directors and executive officers of MacAndrews & Forbes Holdings Inc. are United States citizens.

#### MacAndrews & Forbes LLC

Controlling persons and officers of MacAndrews & Forbes LLC, a Delaware limited liability company:

Name Title

Ronald O. Perelman Chairman and Chief Executive Officer of MacAndrews &

Forbes LLC

Barry F. Schwartz Executive Vice Chairman of MacAndrews & Forbes LLC

Paul G. Savas Executive Vice President and Chief Financial Officer of

MacAndrews & Forbes LLC

MacAndrews & Forbes Holdings Inc. is the sole member of MacAndrews & Forbes LLC.

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

#### **REV Holdings LLC**

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

Name Title

Ronald O. Perelman Chairman and Chief Executive Officer of REV Holdings LLC

Barry F. Schwartz Executive Vice Chairman of REV Holdings LLC

Paul G. Savas Executive Vice President and Chief Financial Officer of REV

Holdings LLC

Revlon Holdings LLC is the sole member of REV Holdings LLC.

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

MacAndrews & Forbes Cosmetics Holdings Inc.

Executive officers and directors of MacAndrews & Forbes Cosmetics Holdings Inc., a Delaware corporation:

Name Title

Ronald O. Perelman Director, Chairman and Chief Executive Officer of

MacAndrews & Forbes Cosmetics Holdings Inc.

Barry F. Schwartz Director and Executive Vice Chairman of MacAndrews &

Forbes Cosmetics Holdings Inc.

Paul G. Savas Executive Vice President and Chief Financial Officer of

MacAndrews & Forbes Holdings Inc.

Except as reported in Item 5, none of the persons listed above beneficially owns any shares of Common Stock. The director's and officer's address is MacAndrews & Forbes Holdings Inc., 35 East 62nd Street, New York, New York 10065. All of the directors and executive officers of MacAndrews & Forbes Cosmetics Holdings Inc. are United States citizens.

#### Mafco One LLC

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

Name Title

Ronald O. Perelman Chairman and Chief Executive Officer of Mafco One LLC

Barry F. Schwartz Executive Vice Chairman of Mafco One LLC

Paul G. Savas Executive Vice President and Chief Financial Officer of Mafco

One LLC

MacAndrews & Forbes Holdings Inc. is the sole member of Mafco One LLC.

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

#### Mafco Four LLC

Controlling persons and officers of Mafco Four LLC, a Delaware limited liability company:

Name Title

Paul G. Savas Executive Vice President and Chief Financial Officer of Mafco

Four LLC

MacAndrews & Forbes LLC is the sole member of Mafco Four LLC.

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

#### MacAndrews & Forbes Group, LLC

Controlling persons and officers of MacAndrews & Forbes Group, LLC, a Delaware limited liability company:

Name Title

Ronald O. Perelman Chairman and Chief Executive Officer of MacAndrews &

Forbes Group, LLC

Barry F. Schwartz Executive Vice Chairman of MacAndrews & Forbes Group,

LLC

Paul G. Savas Executive Vice President and Chief Financial Officer of

MacAndrews & Forbes Group, LLC

MacAndrews & Forbes LLC is the sole member of MacAndrews & Forbes Group, LLC.

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

#### RCH Holdings One Inc.

Executive officers and directors of RCH Holdings One Inc., a Delaware corporation:

Name Title

Ronald O. Perelman Director and Chairman of RCH Holdings One Inc.

Barry F. Schwartz Director and Executive Vice Chairman of RCH Holdings One

Inc.

Paul G. Savas Executive Vice President and Chief Financial Officer of RCH

Holdings One Inc.

Except as reported in Item 5, none of the persons listed above beneficially owns any shares of Common Stock. The director's and officer's address is MacAndrews & Forbes Holdings Inc., 35 East 62nd Street, New York, New York 10065. All of the directors and executive officers of RCH Holdings One Inc. are United States citizens.

#### NDX Holdings One LLC

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

Name Title

Ronald O. Perelman Director and Chairman of NDX Holdings One LLC

Barry F. Schwartz Director and Executive Vice Chairman of NDX Holdings One

LLC

Paul G. Savas Executive Vice President and Chief Financial Officer of NDX

Holdings One LLC

MacAndrews & Forbes Holdings Inc. is the sole member of NDX Holdings One LLC.

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

#### SGMS Acquisition Two Corporation

Executive officers and directors of SGMS Acquisition Two Corporation, a Delaware corporation:

Name Title

Ronald O. Perelman Director and Chairman of SGMS Acquisition Two Corporation

Barry F. Schwartz Director and Executive Vice Chairman of SGMS Acquisition

Two Corporation

Paul G. Savas Executive Vice President and Chief Financial Officer of SGMS

Acquisition Two Corporation

Except as reported in Item 5, none of the persons listed above beneficially owns any shares of Common Stock. The director's and officer's address is MacAndrews & Forbes Holdings Inc., 35 East 62nd Street, New York, New York 10065. All of the directors and executive officers of SGMS Acquisition Two Corporation are United States citizens.

#### **RLX Holdings One LLC**

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

Name Title

Ronald O. Perelman Director and Chairman of RLX Holdings One LLC

Barry F. Schwartz Director and Executive Vice Chairman of RLX Holdings One

LLC

Paul G. Savas Executive Vice President and Chief Financial Officer of RLX

Holdings One LLC

MacAndrews & Forbes Holdings Inc. is the sole member of RLX Holdings One LLC.

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

#### **RLX Holdings Two LLC**

Controlling persons and officers of RLX Holdings Two LLC, a Delaware limited liability company:

Name Title

Ronald O. Perelman Director and Chairman of RLX Holdings Two LLC

Barry F. Schwartz Director and Executive Vice Chairman of RLX Holdings Two

LLC

Paul G. Savas Executive Vice President and Chief Financial Officer of RLX

Holdings Two LLC

MacAndrews & Forbes Holdings Inc. is the sole member of RLX Holdings Two LLC.

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