

PERELMAN RONALD O

Form 4

September 21, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PERELMAN RONALD O

2. Issuer Name **and** Ticker or Trading  
Symbol  
REVLON INC /DE/ [REV]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

35 EAST 62ND STREET

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/19/2017

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

NEW YORK, NY 10065

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/19/2017		P		37,130	A	\$ 15.9508 <u>(1)</u>	43,846,285	I	See footnote 5
Class A Common Stock	09/19/2017		P		252,645	A	\$ 16.795 <u>(2)</u>	44,098,930	I	See footnote 5
Class A Common Stock	09/20/2017		P		159,383	A	\$ 17.7546 <u>(3)</u>	44,258,313	I	See footnote 5
Class A Common Stock	09/21/2017		P		175,993	A	\$ 18.1133 <u>(4)</u>	44,434,306 <u>(5)</u>	I	See footnote 5

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERELMAN RONALD O 35 EAST 62ND STREET NEW YORK, NY 10065	X	X		

## Signatures

/s/ Ronald O.  
Perelman 09/21/2017

\_\_Signature of  
Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reported transactions were executed in multiple trades. The purchase price of \$15.9508 reported in Column 4 is the weighted average purchase price for the 37,130 shares acquired by the Reporting Person within a range of \$15.85 to \$16.00 per share. The Reporting Person hereby undertakes to provide to the Staff of the SEC, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares acquired at each separate price within the price range noted above.

(2) The reported transactions were executed in multiple trades. The purchase price of \$16.795 reported in Column 4 is the weighted average purchase price for the 252,645 shares acquired by the Reporting Person within a range of \$16.05 to \$17.00 per share. The Reporting Person hereby undertakes to provide to the Staff of the SEC, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares acquired at each separate price within the price range noted above.

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(3) The reported transactions were executed in multiple trades. The purchase price of \$17.7546 reported in Column 4 is the weighted average purchase price for the 159,383 shares acquired by the Reporting Person within a range of \$17.00 to \$18.00 per share. The Reporting Person hereby undertakes to provide to the Staff of the SEC, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares acquired at each separate price within the price range noted above.

(4) The reported transactions were executed in multiple trades. The purchase price of \$18.1133 reported in Column 4 is the weighted average purchase price for the 175,993 shares acquired by the Reporting Person within a range of \$17.80 to \$18.50 per share. The Reporting Person hereby undertakes to provide to the Staff of the SEC, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares acquired at each separate price within the price range noted above.

(5) Of the 44,434,306 shares of Class A Common Stock reported herein, (i) 39,872,696 shares of Class A Common Stock are owned by MacAndrews & Forbes Incorporated ("M&F"), of which Ronald O. Perelman is the sole stockholder, or its wholly-owned subsidiaries; (ii) 4,546,352 shares of Class A Common Stock are owned by Perelman Trust Company, LLC, over which M&F exercises voting control; and (iii) 15,258 shares of Class A Common Stock are beneficially owned by Mr. Raymond G. Perelman (which shares M&F may also be deemed to beneficially own because M&F holds an irrevocable voting proxy with respect to such shares).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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