

PERELMAN RONALD O  
Form 4  
September 21, 2017

**FORM 4**

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

OMB APPROVAL

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**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

(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  
(Street)

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

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

NEW YORK, NY 10065

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
Class A Common Stock	09/19/2017		P	V Amount (A) or (D) Price 37,130 A \$ 15.9508 (1)	43,846,285	I	See footnote 5
Class A Common Stock	09/19/2017		P	V Amount (A) or (D) Price 252,645 A \$ 16.795 (2)	44,098,930	I	See footnote 5
Class A Common Stock	09/20/2017		P	V Amount (A) or (D) Price 159,383 A \$ 17.7546 (3)	44,258,313	I	See footnote 5
Class A Common Stock	09/21/2017		P	V Amount (A) or (D) Price 175,993 A \$ 18.1133 (4)	44,434,306 (5)	I	See footnote 5



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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.