

PERELMAN RONALD O

Form 4

December 26, 2018

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

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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)
12/24/2018

☐ 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	12/24/2018		P		2,067	A \$ 22.6645 (1)	45,225,388	I	See footnote 5
Class A Common Stock	12/24/2018		P		22,933	A \$ 23.1234 (2)	45,248,321	I	See footnote 5
Class A Common Stock	12/26/2018		P		2,100	A \$ 22.6052 (3)	45,250,421	I	See footnote 5
Class A Common Stock	12/26/2018		P		32,900	A \$ 23.289 (4)	45,283,321 (5)	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 12/26/2018

__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 \$22.6645 reported in Column 4 is the weighted average purchase price for the 2,067 shares acquired by the Reporting Person within a range of \$22.56 to \$22.75 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 \$23.1234 reported in Column 4 is the weighted average purchase price for the 22,933 shares acquired by the Reporting Person within a range of \$22.76 to \$23.67 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 \$22.6052 reported in Column 4 is the weighted average purchase price for the 2,100 shares acquired by the Reporting Person within a range of \$22.48 to \$22.74 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 \$23.289 reported in Column 4 is the weighted average purchase price for the 32,900 shares acquired by the Reporting Person within a range of \$22.76 to \$23.70 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 45,283,321 shares of Class A Common Stock reported herein, (i) 40,736,969 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; and (ii) 4,546,352 shares of Class A Common Stock are owned by Perelman Trust Company, LLC, over which M&F exercises voting control.

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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