

PERELMAN RONALD O
Form 4
March 21, 2019

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)
03/20/2019

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)	
				(A) or (D)	Price			
Class A Common Stock	03/20/2019		P	56,679	A	\$ 17.8699	45,405,000 I	See footnote 7
						(1)		
Class A Common Stock	03/20/2019		P	47,979	A	\$ 19.0321	45,452,979 I	See footnote 7
						(2)		
Class A Common Stock	03/20/2019		P	71,815	A	\$ 19.7675	45,524,794 I	See footnote 7
						(3)		
Class A Common Stock	03/20/2019		P	63,527	A	\$ 20.6983	45,588,321 I	See footnote 7
						(4)		

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Class A Common Stock	03/21/2019	P	42,329	A	\$ 20.6708 (5)	45,630,650	I	See footnote 7
Class A Common Stock	03/21/2019	P	72,671	A	\$ 21.0608 (6)	45,703,321 (7)	I	See footnote 7

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

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(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 Reported Transaction (Instr. 6)
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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 03/21/2019

**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 \$17.8699 reported in Column 4 is the weighted average purchase price for the 56,679 shares acquired by the Reporting Person within a range of \$17.42 to \$18.40 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 \$19.0321 reported in Column 4 is the weighted average purchase price for the 47,979 shares acquired by the Reporting Person within a range of \$18.42 to \$19.41 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.

(3) The reported transactions were executed in multiple trades. The purchase price of \$19.7675 reported in Column 4 is the weighted average purchase price for the 71,815 shares acquired by the Reporting Person within a range of \$19.42 to \$20.40 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 \$20.6983 reported in Column 4 is the weighted average purchase price for the 63,527 shares acquired by the Reporting Person within a range of \$20.41 to \$21.00 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.

(5) The reported transactions were executed in multiple trades. The purchase price of \$20.6708 reported in Column 4 is the weighted average purchase price for the 42,329 shares acquired by the Reporting Person within a range of \$19.94 to \$20.93 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.

(6) The reported transactions were executed in multiple trades. The purchase price of \$21.0608 reported in Column 4 is the weighted average purchase price for the 72,671 shares acquired by the Reporting Person within a range of \$20.94 to \$21.27 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.

(7) Of the 45,703,321 shares of Class A Common Stock reported herein, (i) 41,156,969 shares of Class A Common Stock are owned by MacAndrews & Forbes Incorporated ("M&F") 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. The ROP Revocable Trust dated 1/9/2018, of which Ronald O. Perelman is the sole trustee and beneficiary, is the sole stockholder of M&F.

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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