

REVLON INC /DE/
Form DEF 14A
April 21, 2010

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

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-12

REVLON, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, If Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

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REVLON, INC.
237 PARK AVENUE
NEW YORK, NY 10017
April 21, 2010

Dear Stockholders:

You are cordially invited to attend the 2010 Annual Meeting of Stockholders of Revlon, Inc., which will be held at 10:00 a.m., Eastern Time, on Thursday, June 3, 2010, at Revlon's Research Center at 2121 Route 27, Edison, NJ 08818. The matters to be acted upon at the meeting are described in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement. Please also see the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement for important information that you will need in order to pre-register for admission to the meeting, if you plan to attend in person.

While stockholders may exercise their right to vote their shares in person, we recognize that many stockholders may not be able to attend the 2010 Annual Meeting. In accordance with rules adopted by the U.S. Securities and Exchange Commission, we are mailing to many of our stockholders a Notice of Internet Availability of Proxy Materials (instead of a paper copy of the Proxy Statement and our 2009 Annual Report) which contains instructions on how stockholders can access the proxy materials over the Internet and vote electronically. The Notice of Internet Availability of Proxy Materials also contains instructions on how stockholders can receive a paper copy of our proxy materials, including the Proxy Statement, the 2009 Annual Report and a form of proxy card. Our proxy materials are being furnished to stockholders on or about April 21, 2010.

Whether or not you plan to attend the 2010 Annual Meeting, we encourage you to vote your shares, regardless of the number of shares you hold, by utilizing the voting options available to you as described in the Notice of Internet Availability of Proxy Materials and our Proxy Statement. This will not restrict your right to attend the 2010 Annual Meeting and vote your shares in person, should you wish to change your prior vote.

Thank you.

Sincerely yours,

Alan T. Ennis
President and Chief Executive Officer

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**REVLON, INC.
237 PARK AVENUE
NEW YORK, NY 10017**

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of Revlon, Inc.

The 2010 Annual Meeting of Stockholders of Revlon, Inc., a Delaware corporation (the Company), will be held at 10:00 a.m., Eastern Time, on Thursday, June 3, 2010, at Revlon's Research Center at 2121 Route 27, Edison, NJ 08818. The following proposals will be voted on at the 2010 Annual Meeting:

1. the election of the following persons as members of the Company's Board of Directors to serve until the next Annual Meeting and until such directors' successors are elected and shall have been qualified: Ronald O. Perelman, Alan S. Bernikow, Paul J. Bohan, Alan T. Ennis, Meyer Feldberg, David L. Kennedy, Debra L. Lee, Tamara Mellon, Richard J. Santagati, Barry F. Schwartz and Kathi P. Seifert;
2. the approval of the Revlon Executive Incentive Compensation Plan;
3. the ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for 2010; and
4. the transaction of such other business as may properly come before the 2010 Annual Meeting.

A Proxy Statement describing the matters to be considered at the 2010 Annual Meeting accompanies this notice. Only stockholders of record at 5:00 p.m., Eastern Time, on April 8, 2010 are entitled to notice of, and to vote at, the 2010 Annual Meeting and at any adjournments thereof. For at least ten days prior to the 2010 Annual Meeting, a list of stockholders entitled to vote at the 2010 Annual Meeting will be available for inspection during normal business hours at the offices of the Company's Secretary at 237 Park Avenue, 14th Floor, New York, NY 10017, and such list also will be available at the 2010 Annual Meeting.

Important Notice Regarding the Availability of Proxy Materials for the June 3, 2010 Annual Stockholders Meeting:

We are delivering our Proxy Statement and 2009 Annual Report this year under U.S. Securities and Exchange Commission rules that require companies to make proxy materials available to their stockholders over the Internet and to furnish notice of Internet access to such materials. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials to all of our stockholders (stockholders who have a request for paper copies on file with our transfer agent or their broker will receive paper copies of our proxy materials in the mail). A paper copy of our proxy materials may be requested through one of the methods described in the Notice of Internet Availability of Proxy Materials. Our Proxy Statement, including the Notice of Annual Meeting of Stockholders, and our 2009 Annual Report to Stockholders are available at www.proxyvote.com (where stockholders may also vote their shares, over the Internet) and at www.revloninc.com.

Whether or not you plan to attend the 2010 Annual Meeting, your vote is important. Please promptly submit your proxy by Internet, telephone or mail by following the instructions found on your Notice of Internet Availability of

Proxy Materials or proxy card. Your proxy can be withdrawn by you at any time before it is voted at the 2010 Annual Meeting.

If you plan to attend the 2010 Annual Meeting in person, you should check the appropriate box on your proxy card (or indicate that you will attend when prompted by electronic voting means which you may access) indicating that you intend to do so. You will need to present **valid picture identification**, such as a driver's license or passport, in order to be admitted to the meeting. If your shares are held other than as a stockholder of record (such as beneficially through a brokerage, bank or other nominee account), you will need to present original documents (copies will not be accepted) to evidence your stock ownership as of the April 8, 2010 record date, such as an original of a legal proxy from your bank or broker (Requests for Admission will not be accepted), your brokerage account statement demonstrating that you held Revlon, Inc. Class A Common Stock, Class B Common Stock or

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Series A Preferred Stock (voting capital stock) in your account on the April 8, 2010 record date, or, if you did not already return it to your bank or broker, an original voting instruction form issued by your bank or broker, demonstrating that you held Revlon, Inc. voting capital stock in your account on the April 8, 2010 record date. **Please see our Proxy Statement for information on how to pre-register for the meeting, should you wish to attend.**

As previously disclosed, in September 2008, the Company completed a 1-for-10 reverse stock split of its Class A and Class B Common Stock (the Reverse Stock Split) pursuant to which each ten (10) shares of Revlon, Inc. Class A and Class B Common Stock issued and outstanding immediately prior to 11:59 p.m. on September 15, 2008 were automatically combined into one (1) share of Class A Common Stock and Class B Common Stock, respectively, subject to the elimination of fractional shares. The Company has determined that stockholders who have not yet surrendered their shares to the Company s transfer agent for exchange in connection with the Reverse Stock Split will be considered stockholders of record and will be permitted to receive these proxy materials, vote their shares (after giving effect to the 1-for-10 Reverse Stock Split) and attend the 2010 Annual Meeting.

In order to expedite the admission registration process, we encourage stockholders to pre-register in accordance with the pre-registration procedures set forth in our Proxy Statement.

Thank you.

By Order of the Board of Directors

Michael T. Sheehan
*Senior Vice President, Deputy General Counsel
and Secretary*

April 21, 2010

PLEASE PROMPTLY SUBMIT YOUR VOTE BY INTERNET, TELEPHONE OR MAIL BY FOLLOWING THE INSTRUCTIONS FOUND ON YOUR NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS, VOTING INSTRUCTION FORM OR PROXY CARD. THIS WILL ENSURE THAT YOUR SHARES ARE VOTED IN ACCORDANCE WITH YOUR WISHES.

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