

REVLON INC /DE/
Form 11-K
June 29, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

(MARK ONE)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2014
OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-11178

Full title of the plan and the address of the plan, if different from
that of the issuer named below:

REVLON EMPLOYEES' SAVINGS, INVESTMENT AND PROFIT SHARING PLAN

Name of issuer of the securities held pursuant to the plan and the
address of its principal executive office:

REVLON, INC.
One New York Plaza
New York, N.Y. 10004
212-527-4000

REVLON EMPLOYEES' SAVINGS, INVESTMENT
AND PROFIT SHARING PLAN
December 31, 2014 and 2013

INDEX

| | |
|--|--|
| Report of Independent Registered Public Accounting Firm | <u>3</u> |
| Financial Statements: | |
| Statements of Net Assets Available for Benefits | <u>4</u> |
| Statements of Changes in Net Assets Available for Benefits | <u>5</u> |
| Notes to Financial Statements | <u>6-16</u> |
| Supplemental Schedules: | |
| Schedule H, line 4i - Schedule of Assets (Held at End of Year) | <u>17</u> |
| Signature Page | <u>18</u> |
| EXHIBITS | Description |
| 23.1 | Consent of Independent Registered Public Accounting Firm |

Report of Independent Registered Public Accounting Firm
To the Administrative Committee of the
Revlon Employees' Savings, Investment and Profit Sharing Plan:

We have audited the accompanying Statements of Net Assets Available for Benefits of the Revlon Employees' Savings, Investment and Profit Sharing Plan (the Plan) as of December 31, 2014 and 2013, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2014 and 2013, and the changes in net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

The supplemental information in the accompanying Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2014 has been subjected to audit procedures performed in conjunction with the audit of the Plan's 2014 financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the financial statements but include supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information in the accompanying Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2014 is fairly stated in all material respects in relation to the 2014 financial statements as a whole.

/s/ KPMG LLP

New York, New York

June 29, 2015

REVLON EMPLOYEES' SAVINGS, INVESTMENT AND PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits
 As of December 31, 2014 and 2013
 (Dollars in thousands)

| | 2014 | 2013 |
|------------------------------------|-----------|-----------|
| Investments: | | |
| Equity securities | \$3,375 | \$2,582 |
| Mutual funds | 149,800 | 141,805 |
| Money market fund | 19,396 | 20,628 |
| Total investments (see Note 3) | 172,571 | 165,015 |
| Receivables: | | |
| Employer contributions | 850 | 853 |
| Loans receivable from participants | 3,259 | 2,997 |
| Total receivables | 4,109 | 3,850 |
| Net assets available for benefits | \$176,680 | \$168,865 |

See Accompanying Notes to the Plan's financial statements

REVLON EMPLOYEES' SAVINGS, INVESTMENT AND PROFIT SHARING PLAN

Statements of Changes in Net Assets Available for Benefits
 For the years ended December 31, 2014 and 2013
 (Dollars in thousands)

| | 2014 | 2013 |
|--|-----------|-----------|
| Additions to net assets attributable to: | | |
| Investment income: | | |
| Dividends | \$5,798 | \$4,959 |
| Net appreciation in fair value of investments | 5,434 | 22,588 |
| Total investment income | 11,232 | 27,547 |
| Participant loan interest | 132 | 130 |
| Contributions: | | |
| Employees | 6,904 | 6,699 |
| Employer matching net of forfeitures (see Note 1(g)) | 2,361 | 2,445 |
| Employer discretionary | 3,783 | 3,864 |
| Total contributions | 13,048 | 13,008 |
| Total additions | 24,412 | 40,685 |
| Deductions from net assets attributable to: | | |
| Distributions and withdrawals | 16,563 | 13,724 |
| Loan fees | 34 | 37 |
| Total deductions | 16,597 | 13,761 |
| Increase in net assets available for benefits | 7,815 | 26,924 |
| Net assets available for benefits: | | |
| Beginning of year | 168,865 | 141,941 |
| End of year | \$176,680 | \$168,865 |

See Accompanying Notes to the Plan's financial statements

REVLON EMPLOYEES' SAVINGS, INVESTMENT AND PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2014 and 2013

NOTE 1 Description of the Plan

The following description of the Revlon Employees' Savings, Investment and Profit Sharing Plan, as amended (the "Plan"), is provided for general information purposes only. Participants should refer to the Plan documents for a definitive and more complete description of the Plan's provisions. In the case of any ambiguity or discrepancy, the Plan documents shall prevail in all cases.

(a) General

The Plan is a qualified defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan is sponsored by Revlon Consumer Products Corporation, a Delaware corporation (hereafter, "Products Corporation" and together with its participating subsidiaries, the "Company"). Effective January 1, 1997, a profit sharing component was added to the Plan, under which eligible employees' Plan accounts could receive a contribution from the Company, provided certain financial objectives established by the Company at the beginning of a Plan year are met. Effective January 1, 2003 and December 31, 2009, discretionary employer contribution components were added to the Plan to enable the Company, should it elect to do so, to make discretionary contributions to eligible employees' Plan accounts.

Effective January 1, 2014, the Plan was amended to allow Roth 401(k) contributions and to eliminate regular after-tax contributions from the Plan. Under the Roth 401(k) contribution election, participants may make contributions from after-tax earnings and qualified distributions from such accounts are tax-free (provided that all of the participant's contributions and earnings in the Roth 401(k) remain in the Plan for at least 5 years from January 1st of the first year that the participant began making contributions to the Roth 401(k) account). After giving effect to such amendment, participants were allowed to make both 401(k) pre-tax contributions and Roth 401(k) after-tax contributions under the Plan.

In addition, during 2014, the Company added an automatic enrollment feature to the Plan such that new eligible employees who are hired on or after January 1, 2014 are deemed to have elected to make pre-tax contributions at 6% of their eligible compensation ("Automatic Pre-Tax Contributions") commencing approximately 30 days after their hire date (the "Enrollment Date"). The automatic enrollment feature invests in the J.P.Morgan Smart Retirement Fund for the year closest to age 65 for the particular participant. The Automatic Pre-Tax Contributions amount will be increased by 1% annually (each April 1st immediately following the 365-day period of such employee's Enrollment Date) to a maximum of 15% of their eligible compensation, unless the participant is determined to be a "highly-compensated participant" under the IRS rules, in which case they would be limited to maximum contributions of 6% of their eligible compensation. Participants can change their contribution amounts or opt out of the Automatic Pre-Tax Contributions at any time.

(b) Administration of the Plan

The Plan sponsor is Products Corporation.

Pursuant to the Plan, Products Corporation's Board of Directors has appointed an Administrative Committee, which is responsible for directing the Plan's administrative activities. An Investment Committee, also appointed by Products Corporation's Board of Directors, oversees the selection of funds available to Plan participants for investment and reinvestment of the assets in the Plan's trust fund.

REVLOON EMPLOYEES' SAVINGS, INVESTMENT AND PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2014 and 2013

At December 31, 2013, the Plan's record-keeper for the Plan's assets was J.P. Morgan Retirement Plan Services, LLC ("J.P. Morgan RPS"). Following the August 29, 2014 acquisition of J.P. Morgan RPS by Great-West Financial Retirement Plan Services ("Great-West"), under the brand name Empower™ Retirement ("Empower"), at December 31, 2014 Great-West was the Plan's record-keeper for the Plan's assets. The acquisition resulted in the continuation of operations in a manner consistent with how it was previously operated under J.P. Morgan RPS. At December 31, 2014 and 2013, the Plan's trustee was J.P. Morgan Chase Bank N.A. ("JPMCB").

(c) Contributions

Eligible employees may participate in the Plan by contributing, through payroll deductions (on either a pre-tax or Roth after-tax basis or a combination of both), up to 25% of their eligible compensation. Highly compensated employees (which for 2014 and 2013 included employees with annual earnings of \$115,000 or more earned in each of 2013 and 2012) were restricted to a maximum contribution of 6% in each of 2014 and 2013. All Plan participants are subject to certain U.S. Internal Revenue Service ("IRS") rules concerning income ceiling limitations and certain maximum contribution restrictions.

Effective January 1, 2002, Plan participants who will be age 50 or older at any time during the Plan year may make additional pre-tax contributions (of up to \$5,500 in each of 2014 and 2013) only if they are contributing the maximum amount allowable under the Plan for the Plan year. Effective January 1, 2014, a participant can make such contributions on either a pre-tax or Roth after-tax basis or a combination of both.

The Company's matching contributions are equal to 50% of each employee's contributions up to 6% of his or her eligible compensation (i.e., up to 3% in Company matching contributions).

The Company's matching contributions are made in cash and are invested in the Plan in accordance with each Plan participant's instructions.

For participant contributions under the Plan, eligible compensation is defined as eligible base earnings plus shift differential before contributions are deducted for the Revlon Medical Plan, the Revlon Dental Plan, the Flexible Spending Accounts, the mass transit fringe benefit program and/or the Plan. Eligible compensation does not include overtime, bonuses, Employee Cash Incentive Plan compensation, any other incentive compensation or any other earnings. Participant eligible compensation that may be taken into account for Plan contribution purposes is limited by law and may be adjusted by the IRS from time to time. For 2014 and 2013, the IRS eligible compensation limit was \$260,000 and \$255,000, respectively.

Effective January 1, 1997, the Company may make profit sharing contributions (or no contributions at all) for profit-sharing-eligible employees (the "1997 Profit Sharing Contribution Program"). Under the 1997 Profit Sharing Contribution Program, the amount of the Company's profit sharing contributions, if any, to a participant's account is a percentage of the participant's eligible compensation, and such contributions are contingent upon the Company's attainment of specific financial objectives for a Plan year. Profit sharing contributions under the 1997 Profit Sharing Contribution Program, if any (there were none in 2014 and 2013), are invested in the Plan in accordance with each Plan participant's instructions.

Effective January 1, 2003, the Company may make discretionary contributions (the "2003 Discretionary Employer Contribution Program") to the Plan for a Plan year in any amount it deems desirable (including no contributions at all) to a non-discriminatory group of participants,

REVLON EMPLOYEES' SAVINGS, INVESTMENT AND PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2014 and 2013

to be allocated in a non-discriminatory manner. Discretionary employer contributions under the 2003 Discretionary Employer Contribution Program, if any (there were none in 2014 and 2013), are invested in the Plan in accordance with each Plan participant's instructions.

Effective December 31, 2009, the Company may make discretionary profit sharing contributions (the "2009 Discretionary Profit Sharing Contribution Program") should it elect to do so, in any given year. Under the 2009 Discretionary Profit Sharing Contribution Program, the Company will determine each year whether to make such a discretionary profit sharing contribution and, if so, to what extent profit sharing contributions would be made (including no contributions at all) and credited at each quarter for the given Plan year. Under the 2009 Discretionary Profit Sharing Contribution Program, during any given year, profit sharing contributions remain at the Company's discretion and can be discontinued at any point during the year. For Company contributions under the 2009 Discretionary Profit Sharing Contribution Program, eligible compensation is defined as base salary, overtime, shift differential, bonus (to the extent that bonus does not exceed 50% of base salary), Employee Cash Incentive Plan compensation, and any other incentive compensation.

For each of 2014 and 2013, discretionary profit sharing contributions under the 2009 Discretionary Profit Sharing Contribution Program were 3% of each Plan participant's eligible compensation, which was credited on a quarterly basis. Under the 2009 Discretionary Profit Sharing Contribution Program, profit sharing contributions, if any, are invested in the Plan in accordance with each Plan participant's instructions.

Employee contributions are deposited timely into a trust fund and invested in the Plan investment funds referred to in Note 3, "Investments," in accordance with each Plan participant's direction.

A Plan participant is permitted to redesignate all or a portion of his or her account balance in any fund available under the Plan to another fund available under the Plan in multiples of 1% at any time, provided that any investments in the Revlon Common Stock Fund (which holds investments in shares of Revlon, Inc. Class A common stock) may not be purchased, sold or redesignated during certain restricted periods in accordance with Revlon, Inc.'s Confidentiality of Information and Securities Trading Policy, as in effect from time to time. Such restricted periods are equally applicable to all Plan participants, including all of the Company's senior executives.

(d) Eligibility

Except as otherwise set forth below in respect to the 1997 Profit Sharing Contribution Program and the 2003 Discretionary Employer Contribution Program, Company employees in eligible groups can participate in the Plan immediately upon hire or attainment of age 18, whichever is later. Eligible employees classified as part-time, temporary, seasonal or certain other employees may elect to participate in the Plan immediately upon completing at least 1,000 hours of service in a consecutive twelve-month period and attainment of age 21.

The following categories of employees are not eligible to participate in the Plan: (i) union employees, unless their respective union's collective bargaining agreement with Products Corporation (and any of its participating subsidiaries) specifically provides for participation in the Plan; (ii) employees with the job title "direct pay beauty advisor;" (iii) employees with the job title "field merchandiser" (unless the employee was otherwise a participant in the Plan as of January 1, 1994); (iv) employees with the job title "On-Call Distribution" or "On-Call

REVLON EMPLOYEES' SAVINGS, INVESTMENT AND PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2014 and 2013

Warehouse;" (v) employees who are interns; and (vi) leased employees. Independent contractors are not eligible to participate in the Plan.

To be eligible for a profit sharing contribution under the 1997 Profit Sharing Contribution Program, an employee must be an eligible employee at the beginning of the applicable Plan year for which such profit sharing contributions will be made and must (i) not participate in any other sales or management incentive program offered by the Company; (ii) complete at least 1,000 hours of service during such Plan year; and (iii) be actively employed by the Company on the last day of such Plan year.

To be eligible for a contribution under the 2003 Discretionary Employer Contribution Program, an employee must be an eligible employee and be included in a non-discriminatory group of Plan participants. A non-discriminatory group of Plan participants generally includes non-highly compensated employees.

Eligible employees may participate in the 2009 Discretionary Profit Sharing Contribution Program regardless of whether they make employee contributions under the Plan.

(e) Loans to Plan Participants

A Plan participant may borrow up to 50% of his or her vested account balance. The minimum amount for a loan is \$1,000 and the maximum amount for a loan is \$50,000. Regardless of the amount borrowed, the amount of the Plan participant's loan request will be reduced by his or her highest outstanding loan balance under the Plan in the preceding 12 months. Loan proceeds are taken pro-rata from a participant's investment funds. Moreover, loans are made from before-tax savings, vested Company matching contributions, after-tax savings and profit sharing contributions on a pro-rata basis. Any outstanding loans under the Plan reduce the amount available to a Plan participant for a new loan, as well as the amount that can be paid to the Plan participant when his or her employment terminates.

Normally, unless the first loan is currently in default, a Plan participant may have up to two loans outstanding at any time (provided that one of the loans is for the purchase of a principal residence). A Plan participant may not obtain more than one loan in any 12-month period. The interest rate for loans is determined by the Investment Committee. For 2014 and 2013, the interest rate for loans remained at a rate equal to the prime rate plus 1% as of the last business day of the month immediately preceding the month in which the loan was made. The repayment period for these loans may be up to five years, or, if the loan was used to purchase a principal residence, may be up to as long as fifteen years. Loans under the Plan, including interest, are repaid through payroll deductions, except in the case where a participant goes on unpaid leave, in which case the participant remits repayment directly to JPMCB; in either case the repayments are credited to the individual participant's Plan account according to his or her current investment elections. Administrative fees associated with a loan to a Plan participant under the Plan are charged directly to the Plan participant's account. As of December 31, 2014, there were 646 active and outstanding loans to participants at interest rates ranging from 4.25% to 9.25%, with maturities through 2029.

If a participant loan is in default, the participant is treated as having received a taxable deemed distribution for the amount in default. Participant payments on loans subsequent to the dates in which the loans were deemed distributed are treated as employee contributions to the Plan for

REVLON EMPLOYEES' SAVINGS, INVESTMENT AND PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2014 and 2013

purposes of increasing the tax basis in the participant's account. These payments are not treated as employee contributions for any other purpose under the Plan. For 2014 and 2013, deemed distributions related to participant loans were \$37,029 and \$14,884, respectively.

(f) Vesting

Plan participants are fully vested at all times with respect to their own contributions to the Plan and the earnings on such contributions. Plan participants are fully vested in profit sharing contributions under the 1997 Profit Sharing Contribution Program and the 2003 Discretionary Employer Contribution Program and the Company's matching contributions after one year of service. Under the 2009 Discretionary Profit Sharing Contribution Program, profit sharing contributions are fully vested immediately upon being credited into a Plan participant's account.

Regardless of years of service, participants also become fully vested upon the earliest to occur of: (i) reaching age 65; (ii) termination of employment on account of disability (as defined in the Plan); (iii) death while employed by the Company; or (iv) termination of the Plan.

(g) Forfeitures

Non-vested Company contributions that are forfeited after a Plan participant's employment terminates are used to reduce future Company contributions under the Plan, to pay permissible expenses of Plan administration and as otherwise permitted under the Plan's provisions. Forfeitures were \$16,577 and \$13,584 in 2014 and 2013, respectively. The Company uses forfeitures from the current year, as well as any unused forfeitures from prior years, to reduce annual contributions to the Plan. Aggregate forfeitures used to reduce 2014 and 2013 Company contributions under the Plan were \$15,933 and \$13,736, respectively.

(h) Distribution of Benefits

Upon termination of employment, death, disability or retirement, a Plan participant is entitled to receive his or her employee contributions and vested Company contributions, subject to the vesting requirements of the Plan. The Plan permits the participant or the participant's designated beneficiary to elect to have a distribution paid to the designated beneficiary after the participant's death over a period of two to five years. A participant may elect to have any investment in the Revlon Common Stock Fund distributed in either cash or in shares of Revlon, Inc. Class A common stock. Plan participants are eligible for a distribution due to financial hardship under certain conditions in accordance with the Plan documents. The amount of a hardship withdrawal may not exceed the cost associated with the financial hardship in addition to any mandatory federal income tax withholding, state and local income taxes or penalties incurred. Under the Plan's provisions, withdrawals of funds other than at disability, retirement, or other termination of employment or death will be permitted, subject to certain limitations.

NOTE 2 Summary of Significant Accounting Policies

(a) Basis of Presentation

The Plan's accompanying financial statements have been prepared in accordance with the United States Department of Labor's (the "DOL") Rules and Regulations for Reporting and Disclosure under ERISA and the accrual basis of accounting under U.S. generally accepted accounting principles ("U.S. GAAP") and present the net assets available for Plan benefits and changes in the Plan's net assets. All tabular amounts are presented in thousands.

REVLON EMPLOYEES' SAVINGS, INVESTMENT AND PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2014 and 2013

(b) Use of Estimates

The preparation of the Plan's financial statements in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and U.S. GAAP requires the Plan's management to make certain estimates and assumptions that affect the reported amounts of the Plan's assets and liabilities and the disclosure of contingent assets and liabilities at the date of the Plan's financial statements and the reported amounts of additions and deductions to the Plan's net assets during the reporting period. Actual results could differ from those estimates.

(c) Administrative Expenses

The Plan has reserved the right to charge participant accounts the cost of administering the Plan, although it did not do so during 2014 and 2013, as such expenses were paid by Products Corporation (excluding loan fees, which were borne by participants with loans in accordance with the terms of the Plan, as well as short-term trading and investment fees). Expenses relating to short-term trading fees, investment fees and loan fees are charged against the applicable Plan participants' investment balances.

(d) Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. The fair value of a financial instrument is the amount that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Quoted market prices are used to value investments in equity securities. Shares held in mutual funds are valued at the net asset value of shares held by the Plan at year-end based on closing prices as of the last business day of each period presented.

Purchases and sales of securities are recorded on a trade-date basis (generally the date on which the security trade occurs). Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date (generally, the date before which a stockholder must hold a security in order to be entitled to receive a dividend). Net appreciation or depreciation in fair value of investments consists of realized gains and losses and unrealized appreciation or depreciation in investments. Realized gains and losses are calculated using the average cost method. Unrealized appreciation or depreciation is calculated as the difference between the fair value of investments at the end of the Plan year and their fair value at the beginning of the Plan year, or acquisition cost if acquired during the Plan year. Capital gain distributions from the Plan's investments are included in dividend income.

(e) Participant Loans

Participant loans are measured at their unpaid principal balance, plus any accrued but unpaid interest.

NOTE 3 Investments

As of December 31, 2014, the Plan's investment options consisted of: (i) twenty-two mutual funds, including twelve mutual funds with various investment and income objectives and ten J.P. Morgan "Smart Retirement Funds," each with an objective of balancing risk and seeking certain returns based upon the Plan participant's self-targeted retirement date; (ii) the Revlon Common Stock Fund,

REVLON EMPLOYEES' SAVINGS, INVESTMENT AND PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2014 and 2013

consisting solely of shares of Revlon, Inc. Class A common stock; and (iii) the JPMorgan Prime Money Market, which seeks current income with liquidity and stability of principal.

For information about any of the funds offered under the Plan, including risk factors, investment objectives and expenses, Plan participants should refer to the particular fund's prospectus.

Included in the Statements of Net Assets Available for Benefits as of December 31, 2014 and 2013 are the following investments, each stated at fair value:

| | December 31, | | |
|---|------------------------|---------|---|
| | 2014 | 2013 | |
| | (Dollars in thousands) | | |
| Equity Securities: | | | |
| Revlon Common Stock Fund | \$3,375 | \$2,582 | |
| Mutual Funds: | | | |
| JPMorgan Large Cap Growth Fund | 24,851 | 23,823 | * |
| JPMorgan US Small Company Fund | 1,073 | — | |
| JPMorgan SmartRetirement 2010 | — | 881 | |
| JPMorgan SmartRetirement 2015 | 8,064 | 8,138 | |
| JPMorgan SmartRetirement 2020 | 11,096 | 9,593 | * |
| JPMorgan SmartRetirement 2025 | 8,589 | 7,884 | |
| JPMorgan SmartRetirement 2030 | 9,187 | 8,090 | * |
| JPMorgan SmartRetirement 2035 | 6,519 | 5,712 | |
| JPMorgan SmartRetirement 2040 | 4,211 | 3,696 | |
| JPMorgan SmartRetirement 2045 | 2,539 | 2,281 | |
| JPMorgan SmartRetirement 2050 | 1,853 | 1,331 | |
| JPMorgan SmartRetirement 2055 | 239 | — | |
| JPMorgan SmartRetirement Income Fund | 2,011 | 1,719 | |
| JHancock3 Disciplined Value Fund | 20,257 | 19,475 | * |
| Artisan Mid Cap Fund – Investor Class | 15,049 | 15,512 | * |
| American Funds EuroPacific Growth Fund – Class R4 | 8,674 | 8,916 | * |
| American Beacon Mid Cap Value | 1 | — | |
| Vanguard 500 Index Signal Fund | — | 6,659 | |
| Vanguard 500 Index Admiral Fund | 8,017 | — | |
| Vanguard Extended Market Index Signal Fund | — | 3,410 | |
| Vanguard Extended Market Index Admiral Fund | 3,414 | — | |
| Vanguard Inflation Fund | 1,574 | 926 | |
| PIMCO Income Fund – Institutional Class | 3,286 | — | |
| PIMCO Total Return Fund – Institutional Class | — | 6,604 | |
| PIMCO High Yield Fund – Institutional Class | — | 3,535 | |
| MSIF, Inc. - Emerging Markets Portfolio – Class A | — | 2,688 | |
| Invesco Small Cap Equity Fund | — | 932 | |
| Janus Flexible Bond | 7,025 | — | |
| Oppenheimer Developing Markets Fund | 2,271 | — | |
| Total Mutual Funds | 149,800 | 141,805 | |
| Money Market Fund: | | | |

Edgar Filing: REVLON INC /DE/ - Form 11-K

| | | | | |
|-----------------------------|-----------|---|-----------|---|
| JPMorgan Prime Money Market | 19,396 | * | 20,628 | * |
| Total Investments | \$172,571 | | \$165,015 | |

* These investments represent 5% or more of the Plan's net assets available for benefits.

Effective June 2014, the balance within the JPMorgan SmartRetirement 2010 Fund was moved to the JPMorgan SmartRetirement Income Fund. Additionally, the Vanguard 500 Index Admiral Fund and Vanguard Extended Market Index Admiral Fund were added to the Plan as investment options

- 12 -

REVLON EMPLOYEES' SAVINGS, INVESTMENT AND PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2014 and 2013

for Plan Participants. These funds replaced the Vanguard 500 Index Signal Fund and Vanguard Extended Market Index Signal Fund. In August 2014, the JPMorgan SmartRetirement 2055 Fund, Janus Flexible Bond Fund, PIMCO Income Fund, and JPMorgan US Small Company Fund were added to the Plan as investment options, replacing the PIMCO Total Return Fund, PIMCO High Yield Fund, and the Invesco Small Cap Equity Fund. In December 2014, the Oppenheimer Developing Markets Fund replaced the Morgan Stanley Emerging Markets Fund.

Assets and liabilities are required to be categorized into three levels of fair value based upon the assumptions used to price the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3, if applicable, generally would require significant management judgment. The three levels for categorizing the fair value measurement of assets and liabilities are as follows:

Level 1: Fair valuing the asset or liability using observable inputs, such as quoted prices in active markets for identical assets or liabilities;

Level 2: Fair valuing the asset or liability using inputs other than quoted prices that are observable for the applicable asset or liability, either directly or indirectly, such as quoted prices for similar (as opposed to identical) assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active; and

Level 3: Fair valuing the asset or liability using unobservable inputs that reflect the Company's own assumptions regarding the applicable asset or liability.

The fair values of the Plan's investments were determined as follows:

Revlon Common Stock Fund: The fair value of the investments in the Revlon Common Stock Fund reflects the closing price of shares of Revlon, Inc. Class A common stock as reported on the New York Stock Exchange (the "NYSE") on which such shares are listed. The Company classifies the Revlon Common Stock Fund investments within Level 1 of the fair value hierarchy.

Mutual funds: The fair values of the investments included in the mutual funds asset class are determined using net asset value ("NAV") provided by the administrator of the funds. The NAV is based on the closing price reported on the major market where the individual securities within the mutual fund are traded. The Company classifies mutual fund investments within Level 1 of the fair value hierarchy.

Money market fund: The money market fund is comprised of cash and cash equivalents measured at cost, which approximates fair value. The Company classifies the money market fund within Level 1 of the fair value hierarchy.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. There were no changes in methodologies used at December 31, 2014 and 2013 and there were no transfers between fair value levels during the year ended December 31, 2014.

REVLON EMPLOYEES' SAVINGS, INVESTMENT AND PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2014 and 2013

As of December 31, 2014, the fair values of the Plan's investments were categorized as presented in the table below:

| (Dollars in thousands) | Total | Level 1 | Level 2 | Level 3 |
|-----------------------------|-----------|-----------|---------|---------|
| Plan Assets: | | | | |
| Revlon Common Stock Fund | \$3,375 | \$3,375 | \$— | \$— |
| Mutual funds: | | | | |
| U.S. large cap equities | 53,125 | 53,125 | — | — |
| U.S. small/mid cap equities | 19,536 | 19,536 | — | — |
| Target date blended | 54,310 | 54,310 | — | — |
| International equities | 8,674 | 8,674 | — | — |
| Emerging market equities | 2,271 | 2,271 | — | — |
| Corporate bonds | 7,672 | 7,672 | — | — |
| Government bonds | 4,212 | 4,212 | — | — |
| Money market fund | 19,396 | 19,396 | — | — |
| Total assets at fair value | \$172,571 | \$172,571 | \$— | \$— |

As of December 31, 2013, the fair values of the Plan's investments were categorized as presented in the table below:

| (Dollars in thousands) | Total | Level 1 | Level 2 | Level 3 |
|-----------------------------|-----------|-----------|---------|---------|
| Plan Assets: | | | | |
| Revlon Common Stock Fund | \$2,582 | \$2,582 | \$— | \$— |
| Mutual funds: | | | | |
| U.S. large cap equities | 49,956 | 49,956 | — | — |
| U.S. small/mid cap equities | 19,853 | 19,853 | — | — |
| Target date blended | 49,326 | 49,326 | — | — |
| International equities | 8,916 | 8,916 | — | — |
| Emerging market equities | 2,688 | 2,688 | — | — |
| Corporate bonds | 5,101 | 5,101 | — | — |
| Government bonds | 5,965 | 5,965 | — | — |
| Money market fund | 20,628 | 20,628 | — | — |
| Total assets at fair value | \$165,015 | \$165,015 | \$— | \$— |

The following information represents the Plan's investment income for the years ended December 31, 2014 and 2013:

| | December 31, | |
|--|------------------------|----------|
| | 2014 | 2013 |
| | (Dollars in thousands) | |
| Net appreciation in fair value of investments: | | |
| Equity securities | \$936 | \$1,075 |
| Mutual funds | 4,498 | 21,513 |
| Net appreciation in fair value of investments | 5,434 | 22,588 |
| Dividends | 5,798 | 4,959 |
| Total investment income | \$11,232 | \$27,547 |

REVLOON EMPLOYEES' SAVINGS, INVESTMENT AND PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2014 and 2013

NOTE 4 Risks and Uncertainties

The Plan's participants direct their respective account balances into various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of these investment securities will occur in the near term and that such changes could materially affect Plan participants' account balances and the amounts reported in the Plan's Statements of Net Assets Available for Benefits. For more detailed information about any of the funds offered under the Plan, including risk factors, investment objectives and expenses, Plan participants should refer to the particular fund's prospectus.

The Plan's exposure to a concentration of credit risk is limited by the diversification of investments across all participant-directed fund elections. Additionally, the investments within each participant-directed fund election are further diversified into various financial instruments, with the exception of the Revlon Common Stock Fund, which invests in the securities of a single issuer.

NOTE 5 Plan Termination

Products Corporation has the right to amend or terminate the Plan or any of its components at any time and has delegated to the Administrative Committee authority to amend the Plan for certain changes required by law and non-material and ministerial amendments. In the event that the Plan is terminated or all contributions under the Plan are completely discontinued, each Plan participant would become fully vested in any unvested portion of Company contributions allocated to that Plan participant's account.

NOTE 6 Federal Income Tax Status

Products Corporation intends the Plan to be a qualified plan as described in sections 401(a) and 401(k) of the Internal Revenue Code of 1986, as amended (the "Code"), and, as such, Products Corporation intends the trust established under the Plan to be exempt from federal income taxes under the provisions of Section 501(a) of the Code. The IRS has issued a favorable determination letter, dated November 14, 2012, with respect to the Plan. Such letter generally addresses the qualification of the Plan, as amended through January 1, 2011, as a qualified plan under Sections 401(a) and 401(k) of the Code. Although the Plan has been amended since January 1, 2011, in the opinion of Products Corporation in its capacity as Plan sponsor, the Plan continues to be qualified and exempt from federal income taxes. Therefore, the Plan's financial statements include no provision for income taxes.

U.S. GAAP requires the Plan sponsor to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. Products Corporation, in its capacity as Plan sponsor, has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or an asset) or other disclosure in the Plan's financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no such audits in progress.

REVLOON EMPLOYEES' SAVINGS, INVESTMENT AND PROFIT SHARING PLAN

Notes to Financial Statements

December 31, 2014 and 2013

NOTE 7 Related Party Transactions

As set forth in Note 3, "Investments," certain Plan investments are shares of mutual funds managed by JPMCB. Investment management fees are paid by the funds and are included and reported as a reduction to net appreciation in the fair value of the Plan's investments.

As of December 31, 2014, the Plan held investments of \$3,375,018, or 98,800 shares, of Revlon, Inc.'s Class A common stock (based on its NYSE closing price of \$34.16 per share on December 31, 2014), which at that date was approximately 1.9% of the Plan's net assets available for benefits. As of December 31, 2013, the Plan held investments of \$2,581,718, or 103,434 shares, of Revlon, Inc.'s Class A common stock (based on its NYSE closing price of \$24.96 per share on December 31, 2013), which at that date was approximately 1.5% of the Plan's net assets available for benefits.

NOTE 8 Subsequent Events

Effective January 1, 2015, the Colomer USA 401(k) Profit Sharing Plan and the Colomer USA Defined Contribution Plan were merged into the Plan, as part of the Company's integration of The Colomer Group Participations, S.L., now known as Beautyge Participations, S.L. ("Colomer") into the Company, following the Company's October 2013 acquisition of Colomer. Assets of approximately \$25 million and \$9 million for the Colomer USA 401(k) Profit Sharing Plan and the Colomer USA Defined Contribution Plan, respectively, were liquidated on December 31, 2014 and were transferred into similar investment funds within the Plan on January 2, 2015. Additionally, 2014 annual employer contributions for the Colomer USA Defined Contribution Plan of approximately \$800 thousand were deposited into participant accounts within the Plan on February 20, 2015.

REVLON EMPLOYEES' SAVINGS, INVESTMENT AND PROFIT SHARING PLAN
Supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year)
December 31, 2014

| (a) | (b) | (c) | (d) | (e) |
|-----|---|---|------|--------------|
| | Identity of issuer, borrower, lessor or similar party | Description of investment including maturity date, rate of interest, collateral, par, or maturity value | Cost | Market Value |
| * | J.P. Morgan Asset Management | JPMorgan Large Cap Growth Fund; 711,248 shares (mutual fund) | ** | \$24,851,011 |
| | | JPMorgan U.S Small Company Fund; 64,880 shares (mutual fund) | ** | 1,073,110 |
| | | JPMorgan SmartRetirement 2015; 455,611 shares (mutual fund) | ** | 8,064,314 |
| | | JPMorgan SmartRetirement 2020; 603,705 shares (mutual fund) | ** | 11,096,101 |
| | | JPMorgan SmartRetirement 2025; 482,770 shares (mutual fund) | ** | 8,588,472 |
| | | JPMorgan SmartRetirement 2030; 479,737 shares (mutual fund) | ** | 9,186,972 |
| | | JPMorgan SmartRetirement 2035; 355,469 shares (mutual fund) | ** | 6,519,308 |
| | | JPMorgan SmartRetirement 2040; 214,289 shares (mutual fund) | ** | 4,210,780 |
| | | JPMorgan SmartRetirement 2045; 136,678 shares (mutual fund) | ** | 2,539,481 |
| | | JPMorgan SmartRetirement 2050; 99,854 shares (mutual fund) | ** | 1,853,299 |
| | | JPMorgan SmartRetirement 2055; 11,699 shares (mutual fund) | ** | 239,353 |
| | | JPMorgan SmartRetirement Income; 114,410 shares (mutual fund) | ** | 2,011,332 |
| | | JPMorgan Prime Money Market; 19,396,278 shares (money market fund) | ** | 19,396,278 |
| | John Hancock Funds, LLC | JHancock3 Disciplined Value Fund, 1,067,288 shares (mutual fund) | ** | 20,257,120 |
| | Artisan Funds, Inc. | Artisan Mid Cap Fund - Investor Class; 331,175 shares (mutual fund) | ** | 15,048,608 |
| | American Funds Distributors | American Funds EuroPacific Growth Fund - Class R4; 187,509 shares (mutual fund) | ** | 8,674,164 |
| | | American Funds Beacon Mid Cap Value Fund; 3 shares (mutual fund) | ** | 45 |
| | The Vanguard Group, Inc. | Vanguard 500 Index Fund; 42,220 shares (mutual fund) | ** | 8,017,241 |
| | | Vanguard Extended Market Index Fund; 51,251 shares (mutual fund) | ** | 3,413,858 |
| | | Vanguard Inflation Fund; 119,389 shares (mutual fund) | ** | 1,573,553 |

Edgar Filing: REVLON INC /DE/ - Form 11-K

| | | | |
|-------------------------|--|-----|---------------|
| PIMCO Funds | PIMCO Income Fund; 266,509 shares (mutual fund) | ** | 3,286,057 |
| Janus Capital Group | Janus Flexible Bond Fund; 665,840 shares (mutual fund) | ** | 7,024,615 |
| Oppenheimer Funds | Oppenheimer Developing Markets Fund, 64,762 shares (mutual fund) | ** | 2,270,549 |
| * Revlon, Inc. | Revlon, Inc. Class A Common Stock Fund; 98,800 shares (equity security) | ** | 3,375,018 |
| * Loans to participants | Loans to participants at interest rates, ranging from 4.25% to 9.25%, with maturities through 2029; 646 active and outstanding loans | \$— | 3,259,001 |
| Total Investments | | | \$175,829,640 |

* Party-in-interest.

** Cost information is not required for participant-directed investments and, therefore, is not included.

See accompanying report of independent registered public accounting firm.

SIGNATURES

The Plan: Pursuant to the requirements of the Securities Exchange Act of 1934, the trustee (or other persons who administer the employee benefit plan) has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

REVLON EMPLOYEES' SAVINGS, INVESTMENT AND PROFIT SHARING PLAN

By /s/ Brian Goldberg

Brian Goldberg
Member of the Plan's Administrative Committee

Dated: June 29, 2015

List of Exhibits on Form 11-K

| Exhibits | Description |
|----------|--|
| 23.1 | Consent of Independent Registered Public Accounting Firm |