

REVLON INC /DE/  
Form 8-K  
June 10, 2016

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

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report: June 10, 2016  
(Date of earliest event reported: June 9, 2016)

Revlon, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Delaware                      1-11178              13-3662955  
(State or Other Jurisdiction (Commission (I.R.S. Employer  
of Incorporation)              File Number) Identification No.)

One New York Plaza                                      10004  
New York, New York  
(Address of Principal Executive Offices) (Zip Code)

(212) 527-4000  
(Registrant's telephone number, including area code)

None  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 9, 2016, Revlon, Inc. (the "Company") held its 2016 Annual Stockholders' Meeting (the "Meeting") at which the Company's stockholders:

- approved the election of each of the following 13 director nominees standing for election and named in the Company's proxy statement, dated April 29, 2016, to serve as the Company's directors until the Company's next annual stockholders' meeting and until such directors' respective successors shall have been elected and qualified,
- (i) such directors consisting of: Ronald O. Perelman, Alan S. Bernikow, Viet D. Dinh, Meyer Feldberg, Fabian T. Garcia, Robert K. Kretzman, Ceci Kurzman, Paul M. Meister, Tamara Mellon, Debra Perelman, Paul G. Savas, Barry F. Schwartz and Cristiana Falcone Sorrell;
- (ii) ratified the Audit Committee's selection of KPMG LLP ("KPMG") as the Company's independent registered public accounting firm for 2016; and
- (iii) approved the Revlon Amended and Restated Executive Incentive Compensation Plan.

The following is a tabulation of the votes cast at the Meeting with respect to each proposal:

Proposal No. 1 -- the annual Election of Directors:

Proposal No. 1 – Election of Directors

| <u>Director Nominee</u>   | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|---------------------------|------------------|-----------------------|-------------------------|
| Ronald O. Perelman        | 46,767,960       | 3,187,743             | 1,370,231               |
| Alan S. Bernikow          | 48,141,622       | 1,814,081             | 1,370,231               |
| Viet D. Dinh              | 48,326,254       | 1,629,449             | 1,370,231               |
| Meyer Feldberg            | 48,315,871       | 1,639,832             | 1,370,231               |
| Fabian T. Garcia          | 46,949,590       | 3,006,113             | 1,370,231               |
| Robert K. Kretzman        | 46,580,986       | 3,374,717             | 1,370,231               |
| Ceci Kurzman              | 49,786,119       | 169,584               | 1,370,231               |
| Paul Meister              | 46,655,824       | 3,299,879             | 1,370,231               |
| Tamara Mellon             | 44,081,091       | 5,874,612             | 1,370,231               |
| Debra Perelman            | 46,596,985       | 3,358,718             | 1,370,231               |
| Paul Savas                | 46,737,387       | 3,218,316             | 1,370,231               |
| Barry F. Schwartz         | 46,695,957       | 3,259,746             | 1,370,231               |
| Cristiana Falcone Sorrell | 49,809,115       | 146,588               | 1,370,231               |

Proposal No. 2 – the ratification of the Audit Committee's selection of KPMG as the Company's independent registered public accounting firm for 2016:

Proposal No. 2 -- Ratification of Audit Committee's Selection of KPMG LLP\*

|                      | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> |
|----------------------|------------------|----------------------|--------------------|
| Ratification of KPMG | 51,274,957       | 37,434               | 13,543             |

\*There were no broker non-votes with respect to the ratification of the Audit Committee's selection of KPMG, as this was a "routine" proposal.

Proposal No. 3 — the approval of the Amended and Restated Revlon Executive Incentive Compensation Plan:

Proposal No. 3 – Approval of the Revlon Amended and Restated Executive Incentive Compensation Plan

|                  | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|------------------|----------------------|--------------------|-------------------------|
| Approval of Plan | 47,813,690       | 2,046,501            | 95,512             | 1,370,231               |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**REVLON, INC.**

By: /s/ Michael T. Sheehan  
Michael T. Sheehan  
Senior Vice President,  
Deputy General  
Counsel & Secretary

Date: June 10, 2016