



**Item 1.01. Entry into a Material Definitive Agreement.**

On February 26, 2014, Revlon Consumer Products Corporation (“RCPC”), Revlon, Inc.’s wholly-owned operating subsidiary, entered into an amendment (the “February 2014 Term Loan Amendment”) to RCPC’s Term Loan Agreement (as amended, the “Term Loan Agreement”), among RCPC, as borrower, a syndicate of lenders and Citicorp USA, Inc. (“CUSA”), as administrative agent and collateral agent.

The February 2014 Term Loan Amendment reduced the interest rates applicable to the \$675 million tranche of term loans under the Term Loan Agreement (the “Amended Tranche”). After giving effect to such amendment, Eurodollar Loans under the Amended Tranche bear interest at the Eurodollar Rate plus 2.5% per annum, with the Eurodollar Rate not to be less than 0.75% (compared to 3.0% and 1.0%, respectively, prior to the February 2014 Term Loan Amendment), while Alternate Base Rate loans under the Amended Tranche bear interest at the Alternate Base Rate plus 1.5%, with the Alternate Base Rate not to be less than 1.75% (compared to 2.0% in each case prior to the February 2014 Term Loan Amendment) (and as each such term is defined in the Term Loan Agreement).

RCPC’s \$700 million tranche of term loans incurred in October 2013 pursuant to the Incremental Amendment and RCPC’s existing asset-based, multi-currency revolving credit facility were not amended in connection with the February 2014 Term Loan Amendment.

A copy of the February 2014 Term Loan Amendment is attached hereto as Exhibit 4.1 and its terms are incorporated by reference into this Item 1.01. The Term Loan Agreement and its Incremental Amendment, before giving effect to the February 2014 Term Loan Amendment, were filed as Exhibits 4.1 and 4.2, respectively, to RCPC’s Current Report on Form 8-K filed with the SEC on August 19, 2013.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits.*

**Exhibit**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 4.1        | Amendment No. 3 to the Term Loan Agreement, dated as of February 26, 2014 (incorporated by reference to Exhibit 4.1 to RCPC’s Current Report on Form 8-K filed with the SEC on February 26, 2014).  |
| 4.2        | Reaffirmation Agreement, dated as of February 26, 2014, among RCPC, Revlon, Inc., certain of RCPC’s domestic subsidiaries and CUSA, as administrative agent and collateral agent in connection with Amendment No. 3 to the Term Loan Agreement (incorporated by reference to Exhibit 4.2 to RCPC’s Current Report on Form 8-K filed with the SEC on February 26, 2014). |

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**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/ Lucinda K. Treat

Lucinda K. Treat

Executive Vice President  
and General Counsel

Date: February 26, 2014

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**EXHIBIT INDEX**

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