

REVLON INC /DE/
Form SC 13D/A
June 21, 2017

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

SCHEDULE 13D/A
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)
(Amendment No. 6)*

REVLON, INC.
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

761525609
(CUSIP Number)

STEVEN M. COHEN
EXECUTIVE VICE PRESIDENT, CHIEF ADMINISTRATIVE OFFICER
AND GENERAL COUNSEL
MACANDREWS & FORBES INCORPORATED
35 EAST 62ND STREET
NEW YORK, NEW YORK 10065
(212) 572-8600
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copies to:
ADAM O. EMMERICH, ESQ. AND DONGJU SONG, ESQ.
WACHTELL, LIPTON, ROSEN & KATZ
51 WEST 52ND STREET
NEW YORK, NEW YORK 10019
(212) 403-1000

June 20, 2017
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE
PERSONS (ENTITIES ONLY)

1

Ronald O. Perelman

CHECK THE APPROPRIATE BOX IF A MEMBER (a)
OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0 shares of Class A Common Stock

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

42,959,250 shares of Class A Common Stock (1)

SOLE DISPOSITIVE POWER

9

0 shares of Class A Common Stock

SHARED DISPOSITIVE POWER

10

42,943,992 shares of Class A Common Stock (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

11

42,959,250 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

81.6% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

IN

(1)The information set forth in Item 5 is incorporated herein by reference.

(2)Calculation based on 52,615,412 shares of Class A Common Stock outstanding as of June 20, 2017.

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE
PERSONS (ENTITIES ONLY)

MacAndrews & Forbes Incorporated

2

CHECK THE APPROPRIATE BOX IF A MEMBER (a)
OF A GROUP

(b)

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SEC USE ONLY

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SOURCE OF FUNDS (SEE INSTRUCTIONS)

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CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
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EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER

7

0 shares of Class A Common Stock

8 SHARED VOTING POWER

8

42,959,250 shares of Class A Common Stock (1)

9 SOLE DISPOSITIVE POWER

9

0 shares of Class A Common Stock

10 SHARED DISPOSITIVE POWER

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42,943,992 shares of Class A Common Stock (1)

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AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

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I.R.S. IDENTIFICATION NOS. OF ABOVE
PERSONS (ENTITIES ONLY)

REV Holdings LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER (a)
OF A GROUP (b)

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SEC USE ONLY

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SOURCE OF FUNDS (SEE INSTRUCTIONS)
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CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF
SHARES
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EACH
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PERSON WITH

7 SOLE VOTING POWER
0 shares of Class A Common Stock

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42,959,250 shares of Class A Common Stock (1)

9 SOLE DISPOSITIVE POWER
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42,943,992 shares of Class A Common Stock (1)

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Mafco Four LLC

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MFV Holdings One LLC

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RCH Holdings One Inc.

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CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

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BENEFICIALLY
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PERSON WITH

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42,959,250 shares of Class A Common Stock (1)

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0 shares of Class A Common Stock

10 SHARED DISPOSITIVE POWER
42,943,992 shares of Class A Common Stock (1)

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NAMES OF REPORTING PERSONS

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PERSONS (ENTITIES ONLY)

SGMS Acquisition Two LLC

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CHECK THE APPROPRIATE BOX IF A MEMBER (a)
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SOURCE OF FUNDS (SEE INSTRUCTIONS)
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CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER
0 shares of Class A Common Stock

8 SHARED VOTING POWER
42,959,250 shares of Class A Common Stock (1)

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0 shares of Class A Common Stock

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42,943,992 shares of Class A Common Stock (1)

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BY EACH REPORTING PERSON
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I.R.S. IDENTIFICATION NOS. OF ABOVE
PERSONS (ENTITIES ONLY)

DBX Holdings One LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER (a)
OF A GROUP (b)

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SEC USE ONLY

4

SOURCE OF FUNDS (SEE INSTRUCTIONS)
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CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
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CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER
0 shares of Class A Common Stock

8 SHARED VOTING POWER
42,959,250 shares of Class A Common Stock (1)

9 SOLE DISPOSITIVE POWER
0 shares of Class A Common Stock

10 SHARED DISPOSITIVE POWER
42,943,992 shares of Class A Common Stock (1)

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AMOUNT IN ROW (11)

81.6% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE
PERSONS (ENTITIES ONLY)

NDX Holdings One LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER (a)
OF A GROUP (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE INSTRUCTIONS)
OO

5

CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(D) OR 2(E)

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CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER
0 shares of Class A Common Stock

8 SHARED VOTING POWER
42,959,250 shares of Class A Common Stock (1)

9 SOLE DISPOSITIVE POWER
0 shares of Class A Common Stock

10 SHARED DISPOSITIVE POWER
42,943,992 shares of Class A Common Stock (1)

11

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
42,959,250 shares of Class A Common Stock

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INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

81.6% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

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NAMES OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NOS. OF ABOVE
PERSONS (ENTITIES ONLY)

MacAndrews & Forbes Group, LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER (a)
OF A GROUP

(b)

3

SEC USE ONLY

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SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5

CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER

7

0 shares of Class A Common Stock

8 SHARED VOTING POWER

8

42,959,250 shares of Class A Common Stock (1)

9 SOLE DISPOSITIVE POWER

9

0 shares of Class A Common Stock

10 SHARED DISPOSITIVE POWER

10

42,943,992 shares of Class A Common Stock (1)

11

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

42,959,250 shares of Class A Common Stock

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ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

81.6% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

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NAMES OF REPORTING PERSONS

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PERSONS (ENTITIES ONLY)

SGMS Acquisition III LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER (a)
OF A GROUP (b)

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SEC USE ONLY

4

SOURCE OF FUNDS (SEE INSTRUCTIONS)
OO

5

CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER
0 shares of Class A Common Stock

8 SHARED VOTING POWER
42,959,250 shares of Class A Common Stock (1)

9 SOLE DISPOSITIVE POWER
0 shares of Class A Common Stock

10 SHARED DISPOSITIVE POWER
42,943,992 shares of Class A Common Stock (1)

11

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
42,959,250 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

81.6% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

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PERSONS (ENTITIES ONLY)

Perelman Trust Company, LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE INSTRUCTIONS)
OO

5

CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF
ORGANIZATION
United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER
0 shares of Class A Common Stock
8 SHARED VOTING POWER
4,546,352 shares of Class A Common Stock
9 SOLE DISPOSITIVE POWER
0 shares of Class A Common Stock
10 SHARED DISPOSITIVE POWER
4,546,352 shares of Class A Common Stock

11

AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
4,546,352 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

8.6% (1)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE
PERSONS (ENTITIES ONLY)

RLX Holdings One LLC

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SOURCE OF FUNDS (SEE INSTRUCTIONS)

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CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7 SOLE VOTING POWER

7

0 shares of Class A Common Stock

8 SHARED VOTING POWER

8

42,959,250 shares of Class A Common Stock (1)

9 SOLE DISPOSITIVE POWER

9

0 shares of Class A Common Stock

10 SHARED DISPOSITIVE POWER

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42,943,992 shares of Class A Common Stock (1)

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RLX Holdings Two LLC

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RLX Holdings Three LLC

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AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
42,959,250 shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (11)

81.6% (2)

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

(1)The information set forth in Item 5 is incorporated herein by reference.

(2)Calculation based on 52,615,412 shares of Class A Common Stock outstanding as of June 20, 2017.

This Amendment No. 6 to Schedule 13D (“Amendment No. 6”), which amends and supplements the statement on Schedule 13D, dated October 8, 2009, as amended and supplemented by Amendment No. 1 thereto dated October 8, 2013, Amendment No. 2 thereto dated January 14, 2016, Amendment No. 3 thereto dated August 17, 2016, Amendment No. 4 thereto dated May 9, 2017 and Amendment No. 5 thereto dated June 9, 2017 (as amended, the “Schedule 13D”), is being filed with the Securities and Exchange Commission by Mr. Ronald O. Perelman, MacAndrews & Forbes Incorporated, a Delaware corporation (“MacAndrews & Forbes”), REV Holdings LLC, a Delaware limited liability company, Mafco Four LLC, a Delaware limited liability company, MFV Holdings One LLC, a Delaware limited liability company, RCH Holdings One Inc., a Delaware corporation, SGMS Acquisition Two LLC, a Delaware limited liability company, DBX Holdings One LLC, a Delaware limited liability company, NDX Holdings One LLC, a Delaware limited liability company, MacAndrews & Forbes Group, LLC, a Delaware limited liability company, SGMS Acquisition III LLC, a Delaware limited liability company, Perelman Trust Company, LLC, a Delaware limited liability company, RLX Holdings One LLC, a Delaware limited liability company, RLX Holdings Two LLC, a Delaware limited liability company, RLX Holdings Three LLC, a Delaware limited liability company and RLX Holdings Four LLC, a Delaware limited liability company (each of the foregoing, a “Reporting Person,” and collectively, the “MacAndrews & Forbes Reporting Persons”) relating to the shares of Class A Common Stock, par value \$0.01 per share (“Class A Common Stock”), of Revlon, Inc., a Delaware corporation (the “Company”).

Capitalized terms used herein shall have the meanings ascribed to them in the Schedule 13D unless otherwise defined herein.

Item 3. Source or Amount of Funds or Other Consideration.

The information contained in Item 3 of the Schedule 13D is hereby amended and supplemented with the following information:

As described in more detail in Item 5(c) of this Schedule 13D, on June 12, 2017, June 14, 2017, June 15, 2017, June 16, 2017, June 19, 2017 and June 20, 2017, the MacAndrews & Forbes Reporting Persons effected open market purchases of 597,582 shares of Class A Common Stock for an aggregate purchase price of approximately \$13,130,459, using cash on hand.

Item 5. Interest in Securities of the Issuer.

Paragraphs (a)-(c) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

(a)-(b) MacAndrews & Forbes, the sole stockholder of which is Ronald O. Perelman, directly or indirectly owns all the stock or membership interests, as applicable, of REV Holdings LLC, Mafco Four LLC, MFV Holdings One LLC, RCH Holdings One Inc., SGMS Acquisition Two LLC, DBX Holdings One LLC, NDX Holdings One LLC, MacAndrews & Forbes Group, LLC, SGMS Acquisition III LLC, RLX Holdings One LLC, RLX Holdings Two LLC, RLX Holdings Three LLC and RLX Holdings Four LLC, and all the voting interests of Perelman Trust Company, LLC.

Of the 42,959,250 shares of Class A Common Stock reported herein, (i) 38,397,640 shares of Class A Common Stock are owned by MacAndrews & Forbes or its wholly-owned subsidiaries; (ii) 4,546,352 shares of Class A Common Stock are owned by Perelman Trust Company, LLC, and (iii) 15,258 shares of Class A Common Stock are beneficially owned by Mr. Raymond G. Perelman. MacAndrews & Forbes may also be deemed to beneficially own the 15,258 shares of Class A Common Stock beneficially owned by Mr. Raymond G. Perelman because MacAndrews & Forbes holds an irrevocable voting proxy with respect to those shares. Those 15,258 shares are included in the totals reported, and on Items 8, 11 and 13 on the cover pages of this Schedule 13D for all of the Reporting Persons other than Perelman Trust Company, LLC.

The total ownership of the MacAndrews & Forbes Reporting Persons represents approximately 81.6% of all of the Company's outstanding Class A Common Stock, which is the only class of the Company's equity securities outstanding as of the date hereof.

The responses of each Reporting Person to Items 7 through 11 of the cover pages of this Schedule 13D relating to beneficial ownership of the shares of Class A Common Stock are incorporated herein by reference.

(c) The following table sets forth all transactions with respect to shares of Class A Common Stock effected since the last amendment to this Schedule 13D. Except as otherwise noted below, all such transactions were purchases of shares of Class A Common Stock effected in the open market through a broker.

| Person | Date | Amount of Securities Acquired | Weighted Average Price (1) | Low Price (1) | High Price (1) |
|--------------------------------|---------------|-------------------------------|----------------------------|---------------|----------------|
| MacAndrews & Forbes Group, LLC | June 12, 2017 | 50,000 | \$20.1647 | \$19.75 | \$20.50 |
| MacAndrews & Forbes Group, LLC | June 14, 2017 | 100,000 | \$20.937 | \$20.40 | \$21.10 |
| MacAndrews & Forbes Group, LLC | June 15, 2017 | 57,007 | \$21.2808 | \$20.60 | \$21.50 |
| MacAndrews & Forbes Group, LLC | June 15, 2017 | 78,502 | \$21.9408 | \$21.55 | \$22.00 |
| MacAndrews & Forbes Group, LLC | June 16, 2017 | 56,392 | \$21.7785 | \$21.15 | \$22.00 |
| MacAndrews & Forbes Group, LLC | June 19, 2017 | 120,618 | \$22.9066 | \$22.15 | \$23.00 |
| MacAndrews & Forbes Group, LLC | June 20, 2017 | 135,063 | \$22.9662 | \$22.60 | \$23.25 |

- (1) Prices exclude commissions. The reporting person undertakes to provide upon request of the SEC staff full information regarding the number of shares purchased or sold at each separate price.
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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13D/A is true, complete and correct.

Dated: June 21, 2017

/s/ Ronald O. Perelman
Ronald O. Perelman

MACANDREWS & FORBES INCORPORATED
REV HOLDINGS LLC
MAFCO FOUR LLC
MFV HOLDINGS ONE LLC
SGMS ACQUISITION TWO LLC
RCH HOLDINGS ONE INC.
DBX HOLDINGS ONE LLC
NDX HOLDINGS ONE LLC
MACANDREWS & FORBES GROUP, LLC
SGMS ACQUISITION III LLC
RLX HOLDINGS ONE LLC
RLX HOLDINGS TWO LLC
RLX HOLDINGS THREE LLC
RLX HOLDINGS FOUR LLC

By: /s/ Paul G. Savas
Name: Paul G. Savas
Title: Executive Vice President and Chief Financial Officer

PERELMAN TRUST COMPANY, LLC

By: MacAndrews & Forbes Incorporated, its managing member

By: /s/ Paul G. Savas
Name: Paul G. Savas
Title: Executive Vice President and Chief Financial Officer
