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REVLON INC /DE/  
Form 8-K  
July 23, 2004

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

FORM 8-K

CURRENT REPORT

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

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July 23, 2004 (July 22, 2004)

-----  
Date of Report (Date of earliest event reported)

Revlon, Inc.

-----  
(Exact Name of Registrant as Specified in its Charter)

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

237 Park Avenue New York, New York	10017
----- (Address of Principal Executive Offices)	----- (Zip Code)

(212) 527-4000

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

None

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(Former Name or Former Address, if Changed Since Last Report)

Item 9. Regulation FD Disclosure.

On July 22, 2004, Revlon, Inc. ("Revlon") and Revlon Consumer Products Corporation ("RCPC"), a wholly owned subsidiary of Revlon (together, the "Company"), issued a joint press release announcing, in connection with the Company's previously announced debt refinancing, the consummation of the Company's tender offer for any and all of RCPC's 12% Senior Secured Notes due

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2005 (the "12% Notes"), which expired at 5:00 pm on July 21, 2004. The Company indicated that a total of approximately \$299 million aggregate principal amount of the 12% Notes were repurchased in connection with the tender offer, including RCPC's repurchase on July 22, 2004 of approximately \$0.4 million aggregate principal amount of the 12% Notes, the amount of such notes tendered following the July 9, 2004 initial settlement through expiration of the tender offer.

In connection with the expiration of the tender offer, the Company also announced that on August 23, 2004, RCPC will redeem all of the \$64.5 million aggregate principal amount of its 12% Notes (CUSIP No. 761519AT4) that remain outstanding following the July 21, 2004 expiration of the tender offer at a redemption price calculated in accordance with the indenture governing the 12% Notes and as set forth in the notice of redemption dated July 22, 2004, a copy of which is attached hereto as Exhibit 99.2 and incorporated by reference herein.

The above transactions and related matters are further described in the press release dated July 22, 2004, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference herein.

In accordance with general instruction B.2 of Form 8-K, the information in this report, including the exhibits, is furnished pursuant to Item 9 and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section.

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/ Robert K. Kretzman

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Robert K. Kretzman  
Executive Vice President,  
General Counsel and Chief  
Legal Officer

Date: July 23, 2004

EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Press Release dated July 22, 2004.

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99.2

Notice of Redemption dated July 22, 2004 (incorporated by reference to Exhibit 99.2 of the Current Report on Form 8-K of Revlon Consumer Products Corporation filed with the Securities and Exchange Commission on July 23, 2004).