

REVLON INC /DE/
Form 4
March 17, 2016

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Delpani Lorenzo

(Last) (First) (Middle)

C/O REVLON, INC., ONE NEW
YORK PLAZA

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

REVLON INC /DE/ [REV]

3. Date of Earliest Transaction
(Month/Day/Year)

03/15/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D)	Price	
Class A Common Stock, par value \$0.01 per share	03/15/2016		F		30,948 (1)	\$ 35 270,004	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Delpati Lorenzo C/O REVLON, INC. ONE NEW YORK PLAZA NEW YORK, NY 10004	X

Signatures

/s/ Michael T. Sheehan for Lorenzo Delpati pursuant to a Power of Attorney granted on 11/1/13

03/17/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Mr. Delpati did not sell any of the 30,948 shares reported as disposed. Rather, this amount represents shares withheld by the Issuer for the payment of withholding taxes due upon the 3/15/16 vesting of 65,703 shares of restricted stock that Mr. Delpati was granted on 8/6/14, pursuant to the terms of the Fourth Amended and Restated Revlon, Inc. Stock Plan. These withheld shares are not sold on the open market and become Revlon, Inc. treasury shares. As previously disclosed in a Current Report on Form 8-K filed with the SEC on March 4, 2016, pursuant to the terms of Mr. Delpati's Transition and Separation Agreement and Release dated 3/1/2016, Mr. Delpati remains eligible to vest in an additional 65,703 shares of restricted stock on March 15, 2017, with the remaining shares of restricted stock that were otherwise scheduled to vest in equal installments of 65,703 shares on each of 3/15/18 and 3/15/19 being forfeited and cancelled upon the 3/31/2016 cessation of his employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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