

REVLOIN INC /DE/  
Form 4  
April 18, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GARCIA FABIAN T

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
REVLOIN INC /DE/ [REV]

3. Date of Earliest Transaction (Month/Day/Year)  
04/15/2017

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)  
President & CEO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock, par value \$0.01 per share	04/15/2017		A		270,489 (1)	A	\$ 0 270,489 D
Class A Common Stock, par value \$0.01 per share	04/15/2017		F		30,197 (2)	D	\$ 25.95 240,292 D

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

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(9-02)

**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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARCIA FABIAN T C/O REVLON, INC., ONE NEW YORK PLAZA NEW YORK, NY 10004	X		President & CEO	

## Signatures

/s/ Michael T. Sheehan for Fabian T. Garcia pursuant to a power of attorney dated 4/18/16 04/17/2017

\_\_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).

- Pursuant to Mr. Garcia's 3/27/16 employment agreement, on 4/15/17 he was granted 270,489 restricted shares of Revlon, Inc. Class A Common Stock, par value \$0.01 per share, under the Fourth Amended and Restated Revlon, Inc. Stock Plan (the "Stock Plan"). Pursuant to his employment agreement, one-fifth of the restricted shares vested on the 4/15/17 grant date and the remaining restricted shares are scheduled to vest in equal amounts on each of 4/15/18, 4/15/19, 4/15/20 and 4/15/21, so long as Mr. Garcia remains employed with the Company on each applicable vesting date, subject to certain earlier vesting provisions.
- (1) Mr. Garcia did not sell any of the 30,197 shares reported as disposed. Rather, this amount represents shares withheld by the Issuer for the payment of withholding taxes due upon the 4/15/17 vesting of 54,097 shares of the restricted stock that Mr. Garcia was granted on 4/15/17, pursuant to the terms of the Stock Plan. These withheld shares are not sold on the open market and become Revlon, Inc. treasury

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shares.

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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