

REVLON INC /DE/
Form SC TO-I/A
October 08, 2009

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

**SCHEDULE TO
(RULE 14d-100)
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 8)

REVLON, INC.

(Name of Subject Company (Issuer))

REVLON, INC.

(Name of Filing Person (Offeror))

Class A Common Stock, par value \$0.01 per share

(Titles of Classes of Securities)

761525609

(CUSIP Numbers of Classes of Securities)

**ROBERT K. KRETZMAN, ESQ.
EXECUTIVE VICE PRESIDENT, HUMAN RESOURCES,
CHIEF LEGAL OFFICER AND GENERAL COUNSEL
REVLON, INC.**

237 PARK AVENUE

NEW YORK, NEW YORK 10017

(212) 527-4000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Filing Person)

COPIES TO:

**FRANKLIN M. GITTES, ESQ. AND ALAN C. MYERS, ESQ.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
FOUR TIMES SQUARE**

NEW YORK, NEW YORK 10036

(212) 735-3000

CALCULATION OF FILING FEE

TRANSACTION VALUATION*
\$288,236,279

AMOUNT OF FILING FEE+
\$ 16,084

* Estimated for purposes of calculating the amount of the filing fee only. The amount assumes the exchange of

48,443,072
shares of
Revlon, Inc.
(Revlon)
Series A
Preferred Stock,
par value \$0.01
per share
(Series A
Preferred
Stock), for
48,443,072
shares of
Revlon Class A
Common Stock,
par value \$0.01
per share
(Class A
Common
Stock). The
amount is
estimated based
upon the
product of (a)
\$5.95, which is
the average of
the high and the
low price per
share of the
Class A
Common Stock
on August 7,
2009, as
reported on the
New York
Stock Exchange
and
(b) 48,443,072,
representing the
number of
shares
outstanding as
of July 31,
2009.

- + The amount of
the filing fee,
calculated in
accordance with
Rule 0-11 under
the Securities

Exchange Act
of 1934, as
amended, and
Fee Advisory #
5 for Fiscal
Year 2009,
issued
March 11, 2009,
equals \$55.80
per million
dollars of the
transaction
value.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously paid: \$16,084

Filing party: Revlon, Inc.

Form or registration No.: Schedule TO

Date filed: August 10, 2009

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

Third-party tender offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

Going-private transaction subject to Rule 13e-3.

Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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SIGNATURE

EXHIBIT INDEX

EX-99.A.5.M

EX-99.D.9

EX-99.D.10

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This Amendment No. 8 (Amendment No. 8) amends the Tender Offer Statement and Schedule 13E-3 Transaction Statement on Schedule TO filed on August 10, 2009, as amended by Amendment No. 1 to the Tender Offer Statement and Schedule 13E-3 on Schedule TO filed on August 11, 2009, Amendment No. 2 to the Tender Offer Statement and Schedule 13E-3 on Schedule TO filed on August 19, 2009, Amendment No. 3 to the Tender Offer Statement and Schedule 13E-3 Transaction Statement on Schedule TO filed on August 27, 2009, Amendment No. 4 to the Tender Offer Statement and Schedule 13E-3 Transaction Statement on Schedule TO filed on September 3, 2009, Amendment No. 5 to the Tender Offer Statement and Schedule 13E-3 Transaction Statement on Schedule TO filed on September 11, 2009, Amendment No. 6 to the Tender Offer Statement and Schedule 13E-3 Transaction Statement on Schedule TO filed on September 18, 2009 and Amendment No. 7 to the Tender Offer Statement and Schedule 13E-3 Transaction Statement on Schedule TO filed on September 24, 2009 (as amended from time to time, the Schedule TO), which relates to the offer by Revlon, Inc., a Delaware corporation (together with its subsidiaries, Revlon or the Issuer), to exchange (the Exchange Offer) each share of Revlon s Class A common stock, par value \$0.01 per share (the Class A Common Stock), for one (1) share of Revlon s newly issued Series A preferred stock, par value \$0.01 per share (the Series A Preferred Stock), from the holders thereof (the Holders), upon the terms and subject to the conditions set forth in the Offer to Exchange, dated August 10, 2009, as amended and restated on August 27, 2009, September 3, 2009 and September 24, 2009 (as amended and restated, the Third Amended and Restated Offer to Exchange), and in the related Amended and Restated Letter of Transmittal (Letter of Transmittal).

This Amendment No. 8 is filed solely for the following purposes: to announce the results of the Exchange Offer, to announce the expiration of the Exchange Offer and to supplement the Exhibit Index with additional exhibits. Each of Item 11 of the Schedule TO Additional Information and Item 13 of Schedule TO Information Required by Schedule 13E-3 Schedule 13E-3 Item 15. Additional Information is hereby amended and supplemented by adding the following text thereto:

Based on preliminary information from the Exchange Agent, as of 11:59 p.m., New York City time, on Wednesday, October 7, 2009, a total of 9,336,905 shares of Revlon Class A Common Stock were tendered pursuant to the Exchange Offer (including shares tendered pursuant to guaranteed delivery procedures). Revlon has issued to stockholders (other than MacAndrews & Forbes and its affiliates) the same number of shares of Revlon Series A Preferred Stock in exchange for each share of Revlon Class A Common Stock validly tendered for exchange. The Revlon Class A Common Stock exchanged in the Exchange Offer represented 46% of the shares of Revlon Class A Common Stock held by stockholders other than MacAndrews & Forbes and its affiliates.

On October 8, 2009, Revlon issued a press release announcing that it has accepted for exchange all validly tendered shares of Revlon Class A Common Stock. In conjunction with the consummation of the Exchange Offer, MacAndrews & Forbes contributed to Revlon \$5.21 of the principal amount of the Senior Subordinated Term Loan currently owed by RCPC to MacAndrews & Forbes for each share of Revlon Class A Common Stock exchanged in the Exchange Offer. For each share of Revlon Class A Common Stock exchanged in the Exchange Offer, Revlon issued to MacAndrews & Forbes one share of Revlon Class A Common Stock, or 9,336,905 shares of Class A Common Stock in the aggregate. Also, the amendments to the terms of the Senior Subordinated Term Loan between RCPC and MacAndrews & Forbes became effective, extending the maturity date of the portion of the loan not contributed to Revlon in connection with the Exchange Offer from August 2010 to October 8, 2014, changing the interest rate for such portion of the loan from 11% to 12% per annum, extending the maturity date of the portion of the loan contributed to Revlon in connection with the consummation of the Exchange Offer from August 2010 to October 8, 2013 and changing the interest rate for such portion of the loan from 11% to 12.75%.

The full text of the press release is attached as Exhibit (a)(5)(M) to the Schedule TO and is incorporated herein by reference.

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SIGNATURE

Revlon, Inc. is filing this Amendment No. 8 to its combined Schedule TO and Schedule 13E-3. After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

REVLON, INC.

By: /s/ Robert K. Kretzman, Esq.

Name:

Robert K. Kretzman, Esq.

Title:

Executive Vice President, Human
Resources, Chief Legal Officer and General Counsel

Date: October 8, 2009

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The Exhibit Index of the Schedule TO is hereby amended and restated in its entirety as follows:

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(A)	Offer to Exchange, dated August 10, 2009.
(a)(1)(B)	Letter of Transmittal, dated August 10, 2009.
(a)(1)(C)	Notice of Guaranteed Delivery, dated August 10, 2009.
(a)(1)(D)	Letter to Clients, dated August 10, 2009.
(a)(1)(E)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated August 10, 2009.
(a)(1)(F)	Letter to 401(k) Plan Participants, dated August 10, 2009.
(a)(1)(G)	Amended and Restated Offer to Exchange, dated August 27, 2009.
(a)(1)(H)	Second Amended and Restated Offer to Exchange, dated September 3, 2009.
(a)(1)(I)	Letter to Stockholders of Revlon from Alan T. Ennis, dated September 3, 2009.
(a)(1)(J)	Third Amended and Restated Offer to Exchange, dated September 24, 2009.
(a)(1)(K)	Amended and Restated Letter of Transmittal, dated September 24, 2009.
(a)(1)(L)	Amended and Restated Notice of Guaranteed Delivery, dated September 24, 2009.
(a)(1)(M)	Amended and Restated Letter to Clients, dated September 24, 2009.
(a)(1)(N)	Amended and Restated Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated September 24, 2009.
(a)(1)(O)	Amended and Restated Letter to 401(k) Plan Participants, dated September 24, 2009.
(a)(1)(P)	Letter to Stockholders of Revlon, from Alan T. Ennis, dated September 24, 2009.
(a)(5)(A)	Press Release of Revlon, Inc., dated August 10, 2009.
(a)(5)(B)	Mercier v. Perelman, et al., C.A. No. 4532-CC, Delaware Chancery Court (filed April 24, 2009).
(a)(5)(C)	Jurkowitz v. Perelman, et al., C.A. No. 4557-CC, Delaware Chancery Court (filed May 1, 2009).
(a)(5)(D)	Lefkowitz v. Revlon, et al., C.A. No. 4563-CC, Delaware Chancery Court (filed May 5, 2009).
(a)(5)(E)	Heiser v. Revlon, et al., C.A. No. 4578-CC, Delaware Chancery Court (filed May 12, 2009).

- (a)(5)(F) Sullivan v. Perelman, et al., No. 650257/2009, Supreme Court of the State of New York (filed May 4, 2009).
- (a)(5)(G) Revlon News Memorandum, dated August 10, 2009.
- (a)(5)(H) Q&A for Employees, dated August 10, 2009.
- (a)(5)(I) Summary of Key Terms for Use by Investment Professionals.
- (a)(5)(J) Press Release of Revlon, Inc., dated September 11, 2009.
- (a)(5)(K) Press Release of Revlon, Inc., dated September 18, 2009.
- (a)(5)(L) Press Release of Revlon, Inc., dated September 24, 2009.
- (a)(5)(M)* Press Release of Revlon, Inc., dated October 8, 2009
- (b) Not applicable.
- (c)(1) Draft Presentation of Barclays Capital Inc., dated May 18, 2009.
- (c)(2) Presentation of Gleacher Partners, LLC, dated July 2009.
- (d)(2) Contribution and Stockholder Agreement, dated August 9, 2009, by and between Revlon, Inc. and MacAndrews & Forbes Holdings Inc. (incorporated by reference to Annex B-1 to Exhibit (a)(1)(J) hereto).
- (d)(4) Form of Certificate of Amendment to the Restated Certificate of Incorporation of Revlon, Inc.
- (d)(5) Form of Certificate of Amendment to the Restated Certificate of Incorporation of Revlon, Inc.
- (d)(6) Amendment No. 1 to the Contribution and Stockholder Agreement, dated September 23, 2009, by and between Revlon, Inc. and MacAndrews & Forbes Holdings Inc. (incorporated by reference to Annex B-2 to Exhibit(a)(1)(J) hereto).

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Exhibit No.	Description
(d)(7)	Amended and Restated Amendment No. 2 to the Senior Subordinated Term Loan Agreement, dated September 23, 2009, by and between Revlon Consumer Products Corporation and MacAndrews & Forbes Holdings Inc. (incorporated by reference to Annex C to Exhibit (a)(1)(J) hereto).
(d)(8)	Form of Certificate of Designation of Series A Preferred Stock of Revlon, Inc. (incorporated by reference to Annex A to Exhibit (a)(1)(J) hereto).
(d)(9)*	Certificate of Designation of Series A Preferred Stock of Revlon, Inc., filed October 8, 2009
(d)(10)*	Certificate of Amendment to the Restated Certificate of Incorporation of Revlon, Inc., filed October 8, 2009
(f)	Section 262 of the General Corporation Law of the State of Delaware (incorporated by reference to Annex E to Exhibit (a)(1)(J) hereto).
(g)	Not applicable.
(h)	Not applicable.

* - Filed herewith.