

REVLON INC /DE/
Form 4
April 18, 2017

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

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

(Last) (First) (Middle)

**C/O REVLO INC., ONE NEW
YORK PLAZA**

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
REVLO 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 Indirect Beneficial Ownership (Instr. 4)
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	

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

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SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repor 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
GARCIA FABIAN T C/O REVLO 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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