

REVLON INC /DE/
Form SC TO-I/A
August 19, 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. 2)

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)

**SCHEDULE 13E-3
RULE 13E-3 TRANSACTION STATEMENT
UNDER SECTION 13(E) OF THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 2)

REVLON, INC.

(Name of the Issuer)

REVLON, INC.

MACANDREWS & FORBES HOLDINGS INC.

(Name of Person(s) Filing Statement)

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

(Title of Classes of Securities)

761525609

(CUSIP Number 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**

**BARRY F. SCHWARTZ
EXECUTIVE VICE CHAIRMAN AND CHIEF
ADMINISTRATIVE OFFICER
MACANDREWS & FORBES HOLDINGS INC.
35 EAST 62ND STREET
NEW YORK, NEW YORK 10065
(212) 572-8600**

(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
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FOUR TIMES SQUARE
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**ADAM O. EMMERICH, ESQ. AND
TREVOR S. NORWITZ, ESQ.
WACHTELL, LIPTON, ROSEN & KATZ
51 WEST 52ND STREET
NEW YORK, NEW YORK 10019
(212) 403-1000**

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.I

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This Amendment No. 2 (Amendment No. 2) 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 filed on August 11, 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), to exchange each share of Revlon s Class A common stock, par value \$0.01 per share, for one (1) share of Revlon s newly issued Series A preferred stock, par value \$0.01 per share from the holders thereof.

This Amendment No. 2 is filed solely for the following purposes: to add Exhibit (a)(5)(I), Summary of Key Terms for Use by Investment Professionals, and to revise the Exhibit Index.

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SIGNATURE

Revlon, Inc. is filing this Amendment No. 2 as a combined Amendment to Schedule TO and Amendment to Schedule 13E-3 and MacAndrews & Forbes Holdings Inc. is filing this statement as an Amendment to Schedule 13E-3 (in respect of Schedule TO Item 13 only). 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: August 19, 2009

MACANDREWS & FORBES HOLDINGS
INC.

By: /s/ Barry F. Schwartz
Name: Barry F. Schwartz
Title: Executive Vice Chairman

Date: August 19, 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)(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. |
| (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)(1) | Form of Certificate of Designation of Series A Preferred Stock of Revlon, Inc. (incorporated by reference to Annex A to Exhibit (a)(1)(A) hereto). |
| (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 to Exhibit (a)(1)(A) hereto). |
| (d)(3) | Senior Subordinated Term Loan Amendment, dated August 9, 2009, by and between Revlon Consumer Products Corporation and MacAndrews & Forbes Holdings Inc. (incorporated by reference to Annex C to Exhibit (a)(1)(A) 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. |
| (f) | Section 262 of the General Corporation Law of the State of Delaware (incorporated by reference to Annex E to Exhibit (a)(1)(A) hereto). |
| (g) | Not applicable. |
| (h) | Not applicable. |
| * - Filed herewith. | |