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REVLON INC /DE/  
Form 8-K  
February 23, 2004

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

-----  
February 20, 2004 (February 20, 2004)

-----  
Date of Report (Date of earliest event reported)

Revlon, Inc.

-----  
(Exact Name of Registrant as Specified in its Charter)

Delaware

1-11178

13-3662955

-----  
(State or Other  
Jurisdiction of  
Incorporation)

-----  
(Commission File No.)

-----  
(I.R.S. Employer  
Identification  
No.)

237 Park Avenue  
New York, New York

10017

-----  
(Address of Principal  
Executive Offices)

-----  
(Zip Code)

(212) 527-4000

-----  
(Registrant's telephone number, including area code)

None

-----  
(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE

On February 20, 2004, the Support Agreement, dated as of February 11, 2004, between Revlon, Inc. and Mafco Holdings Inc. was amended, and the Support Agreement, dated as of February 11, 2004, between Revlon, Inc. and Fidelity Management & Research Co. was amended. Copies of these amendments are attached hereto as Exhibits 10.27 and 10.28, respectively.

Also on February 20, 2004, Revlon, Inc. entered into a Stockholders Agreement with Fidelity Management & Research Co. and an Investment Agreement with Mafco Holdings Inc. Copies of these agreements are attached hereto as Exhibits 10.29 and 10.30, respectively.

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ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

| Exhibit No.<br>----- | Description<br>-----  |
|----------------------|---|
| Exhibit 10.27        | Amendment dated as of February 20, 2004, to the Support Agreement, dated as of February 11, 2004, between Revlon, Inc. and Mafco Holdings Inc.                |
| Exhibit 10.28        | Amendment dated as of February 20, 2004, to the Support Agreement, dated as of February 11, 2004, between Revlon, Inc. and Fidelity Management & Research Co. |
| Exhibit 10.29        | Stockholders Agreement dated as of February 20, 2004, by and between Revlon, Inc. and Fidelity Management & Research Co.                                      |
| Exhibit 10.30        | Investment Agreement dated as of February 20, 2004, by and between Revlon, Inc. and Mafco Holdings Inc.   |

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REVLON, INC.

By: /s/ Robert K. Kretzman  
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Robert K. Kretzman  
Executive Vice President, General  
Counsel and Chief Legal Officer

Date: February 20, 2004

EXHIBIT INDEX

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