

REVLON INC /DE/
Form 8-K
June 03, 2011
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

Date of Report: June 3, 2011
(Date of earliest event reported: June 2, 2011)

Revlon, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-11178
(Commission
File Number)

13-3662955
(I.R.S. Employer
Identification No.)

237 Park Avenue
New York, New York
(Address of Principal Executive Offices)

10017
(Zip Code)

(212) 527-4000
(Registrant's telephone number, including area code)

None
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 2, 2011, Revlon, Inc. (the "Company") held its 2011 Annual Stockholders' Meeting (the "Meeting") at which the Company's stockholders: (i) approved the re-election of each of the eleven (11) director nominees standing for re-election and named in the Company's proxy statement, dated April 19, 2011 (the "Proxy Statement"), to serve as directors until the next annual stockholders' meeting and until such directors' respective successors are elected and shall have been qualified, consisting of: Ronald O. Perelman, Alan S. Bernikow, Paul J. Bohan, Alan T. Ennis, Meyer Feldberg, David L. Kennedy, Debra L. Lee, Tamara Mellon, Richard J. Santagati, Barry F. Schwartz and Kathi P. Seifert; (ii) ratified the selection by the Audit Committee of the Company's Board of Directors of KPMG LLP ("KPMG") as the Company's independent registered public accounting firm for 2011; (iii) approved, on an advisory, non-binding basis, the Company's executive compensation, as disclosed pursuant to Item 402 of Regulation S-K, including as disclosed in the "Compensation Discussion and Analysis," compensation tables and accompanying narrative set forth in the Proxy Statement ("say-on-pay"); and (iv) recommended, on an advisory, non-binding basis, that the Company conduct future "say-on-pay" votes every three (3) years.

The following is a tabulation of the votes cast at the Meeting with respect to Proposal No. 1 (the election of Directors):

Proposal No. 1 – Election of Directors

| Director Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|----------------------|------------|----------------|------------------|
| Ronald O. Perelman | 74,885,698 | 470,198 | 12,490,760 |
| Alan S. Bernikow | 74,974,799 | 381,097 | 12,490,760 |
| Paul J. Bohan | 75,107,227 | 248,669 | 12,490,760 |
| Alan T. Ennis | 75,065,220 | 290,676 | 12,490,760 |
| Meyer Feldberg | 74,331,467 | 1,024,429 | 12,490,760 |
| David L. Kennedy | 74,956,191 | 399,705 | 12,490,760 |
| Debra L. Lee | 75,029,388 | 326,508 | 12,490,760 |
| Tamara Mellon | 75,107,270 | 248,626 | 12,490,760 |
| Richard J. Santagati | 74,974,320 | 381,576 | 12,490,760 |
| Barry F. Schwartz | 73,219,162 | 2,136,734 | 12,490,760 |
| Kathi P. Seifert | 74,972,102 | 383,794 | 12,490,760 |

The following is a tabulation of the votes cast at the Meeting with respect to Proposal No. 2 (consideration of ratifying the Audit Committee's selection of KPMG as the Company's independent registered public accounting firm for 2011):

| Proposal No. 2 * | Votes For | Votes Against | Abstentions |
|---------------------------------------|------------|---------------|-------------|
| Ratification of Selection of KPMG LLP | 87,712,399 | 118,842 | 15,415 |

* There were no broker non-votes with respect to the ratification of the Audit Committee's selection of KPMG, as this was a "routine" proposal.

The following is a tabulation of the advisory, non-binding votes cast at the Meeting with respect to Proposal No. 3 ("say-on-pay"):

| Proposal No. 3 | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------|------------|---------------|-------------|------------------|
| "Say-On-Pay" | 75,074,584 | 244,526 | 36,786 | 12,490,760 |

The following is a tabulation of the advisory, non-binding votes cast at the Meeting with respect to Proposal No. 4 (frequency of future "say-on-pay" votes):

| Proposal No. 4 | Every One (1) Year | Every Two (2) Years | Every Three (3) Years | Abstentions | Broker Non-Votes |
|--|--------------------|---------------------|-----------------------|-------------|------------------|
| Recommendation on the Future Frequency of Advisory Votes on Executive Compensation | 11,627,582 | 41,564 | 63,647,854 | 38,896 | 12,490,760 |

In accordance with section (d) of Item 5.07 of Form 8-K, per the recommendation of the Company's stockholders, the Company intends to include an advisory vote on the compensation of its executives in its proxy materials every three (3) years, until the next required stockholder vote on the frequency of "say-on-pay" votes on the compensation of the Company's named executive officers or the Company's Board of Directors otherwise determines that a different frequency of "say-on-pay" votes is in the best interests of the Company's stockholders.

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/ Michael T. Sheehan
Michael T. Sheehan
Senior Vice President, Deputy General
Counsel & Secretary

Date: June 3, 2011