

REVLON INC /DE/
Form 8-K
June 08, 2018

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 8, 2018
(Date of earliest event reported: June 7, 2018)

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.) |
| | One New York Plaza New York, New York (Address of Principal Executive Offices) | 10004 (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On June 7, 2018, Revlon, Inc. (the “Company”) held its 2018 Annual Stockholders' Meeting (the “Meeting”) at which the Company's stockholders:

- approved the election of the following persons as members of the Company’s Board of Directors to serve until the Company’s next annual stockholders’ meeting and until such directors’ successors are elected and shall have been
1. qualified: Ronald O. Perelman, E. Scott Beattie, Alan Bernikow, Kristin Dolan, Robert Kretzman, Ceci Kurzman, Paul Meister, Tamara Mellon, Debra Perelman, Paul Savas, Barry F. Schwartz, Jonathan Schwartz and Cristiana Falcone Sorrell; and
 2. ratified the Audit Committee’s selection of KPMG LLP as the Company’s independent registered public accounting firm for 2018.

The following is a tabulation of the votes cast at the Meeting with respect to each proposal:

Proposal No. 1 -- Annual Election of Directors:

Proposal No. 1 – Election of Directors

| <u>Director Nominee</u> | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|-------------------------------|------------------|-----------------------|-------------------------|
| Ronald O. Perelman (Chairman) | 45,383,232 | 4,247,785 | 1,623,377 |
| E. Scott Beattie | 45,911,534 | 3,719,483 | 1,623,377 |
| Alan Bernikow | 45,219,189 | 4,411,828 | 1,623,377 |
| Kristin Dolan | 44,926,870 | 4,704,147 | 1,623,377 |
| Robert Kretzman | 45,496,689 | 4,134,328 | 1,623,377 |
| Ceci Kurzman | 45,898,838 | 3,732,179 | 1,623,377 |
| Paul Meister | 44,945,085 | 4,685,932 | 1,623,377 |
| Tamara Mellon | 44,920,431 | 4,710,586 | 1,623,377 |
| Debra Perelman | 46,096,351 | 3,534,666 | 1,623,377 |
| Paul Savas | 45,927,717 | 3,703,300 | 1,623,377 |
| Barry F. Schwartz | 45,878,032 | 3,752,985 | 1,623,377 |
| Jonathan Schwartz | 45,900,711 | 3,730,306 | 1,623,377 |
| Cristiana Falcone Sorrell | 46,228,184 | 3,402,833 | 1,623,377 |

Proposal No. 2 – Ratification of the Audit Committee’s selection of KPMG as the Company’s independent registered public accounting firm for 2018*:

| | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> |
|----------------------|------------------|----------------------|--------------------|
| Ratification of KPMG | 51,086,501 | 159,810 | 8,083 |

*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.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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 8, 2018