

REVLON INC /DE/
Form 8-K
June 10, 2014

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 10, 2014
(Date of earliest event reported: June 10, 2014)

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 10, 2014, Revlon, Inc. (the "Company") held its 2014 Annual Stockholders' Meeting (the "Meeting") at which the Company's stockholders:

- (i) approved the election of each of the following 14 director nominees standing for election: Ronald O. Perelman, Alan S. Bernikow, Diana F. Cantor, Lorenzo Delpani, Viet D. Dinh, Meyer Feldberg, David L. Kennedy, Robert K. Kretzman, Cecelia Kurzman, Debra L. Lee, Tamara Mellon, Barry F. Schwartz, Kathi P. Seifert and Cristiana Falcone Sorrell;
- (ii) ratified the Audit Committee's selection of KPMG LLP ("KPMG") as the Company's independent registered public accounting firm for 2014;
- (iii) approved, on an advisory, non-binding basis, the "say-on-pay" on 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; and
- (iv) voted against a stockholder proposal that would have required, among other things, the Company's Board of Directors to prepare and issue an annual report on animal testing.

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

Proposal No. 1 -- the annual Election of Directors:

Proposal No. 1 – Election of Directors

| Director Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------------|------------|----------------|------------------|
| Ronald O. Perelman | 48,988,590 | 329,381 | 1,622,976 |
| Alan S. Bernikow | 46,678,155 | 2,639,816 | 1,622,976 |
| Diana F. Cantor | 46,653,714 | 2,664,257 | 1,622,976 |
| Lorenzo Delpani | 49,202,898 | 115,073 | 1,622,976 |
| Viet D. Dinh | 49,201,489 | 116,482 | 1,622,976 |
| Meyer Feldberg | 46,616,124 | 2,701,847 | 1,622,976 |
| David L. Kennedy | 49,059,410 | 258,561 | 1,622,976 |
| Robert K. Kretzman | 46,191,828 | 3,126,143 | 1,622,976 |
| Cecelia Kurzman | 49,266,009 | 51,962 | 1,622,976 |
| Debra L. Lee | 49,137,933 | 180,038 | 1,622,976 |
| Tamara Mellon | 44,085,140 | 5,232,831 | 1,622,976 |
| Barry F. Schwartz | 46,167,651 | 3,150,320 | 1,622,976 |
| Kathi P. Seifert | 46,682,529 | 2,635,442 | 1,622,976 |
| Cristiana Falcone Sorrell | 49,295,320 | 22,651 | 1,622,976 |

Proposal No. 2 – the ratification of the Audit Committee’s selection of KPMG as the Company’s independent registered public accounting firm for 2014:

| | Proposal No. 2 -- Ratification of Audit Committee’s Selection of KPMG LLP* | | |
|----------------------|--|---------------|-------------|
| | Votes For | Votes Against | Abstentions |
| Ratification of KPMG | 50,805,499 | 123,710 | 11,738 |

*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.

Proposal No. 3 — “Say-On-Pay” on the Company’s Executive Compensation:

| | Proposal No. 3 – “Say-on-Pay” on the Company’s Executive Compensation | | | |
|--------------|---|---------------|-------------|------------------|
| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| "Say-On-Pay" | 49,228,863 | 58,247 | 30,861 | 1,622,976 |

Proposal No. 4 -- the consideration of a Stockholder Proposal:

| | Proposal No. 4 – Stockholder Proposal | | | |
|----------------------|---------------------------------------|---------------|-------------|------------------|
| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| Stockholder Proposal | 676,725 | 45,869,067 | 2,772,179 | 1,622,976 |

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 10, 2014