

CHROMCRAFT REVINGTON INC
Form 11-K
June 27, 2012

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

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-13970

A. Full title of the plan and address of the plan, if different from that of the issuer named below:

CHROMCRAFT REVINGTON
EMPLOYEE STOCK OWNERSHIP AND SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

CHROMCRAFT REVINGTON, INC.
1330 Win Hentschel Blvd., Suite 250
West Lafayette, Indiana 47906

Chromcraft Revington
Employee Stock Ownership and Savings Plan
EIN 35-1848094 PN 003
Accountants' Report and Financial Statements
December 31, 2011 and 2010

Chromcraft Revington
Employee Stock Ownership and Savings Plan
December 31, 2011 and 2010

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Report of Independent Registered Public Accounting Firm

Plan Administrator
Chromcraft Revington Employee Stock Ownership and Savings Plan
West Lafayette, Indiana

We have audited the accompanying statements of net assets (deficit) available for benefits of the Chromcraft Revington Employee Stock Ownership and Savings Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets (deficit) available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing auditing procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. Our audits also included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets (deficit) available for benefits of the Chromcraft Revington Employee Stock Ownership and Savings Plan as of December 31, 2011 and 2010, and the changes in net assets (deficit) available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplementary information as listed in the table of contents is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information is the responsibility of the Plan's management. Such information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

/s/ BKD, LLP

Indianapolis, Indiana
June 27, 2012

Federal Employer Identification Number: 44-0160260

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Chromcraft Revington
Employee Stock Ownership and Savings Plan
Statement of Net Assets (Deficit) Available for Benefits
December 31, 2011

Assets

	Allocated	Unallocated	Total
Chromcraft Revington, Inc. common stock, at fair value	\$443,347	\$1,452,475	\$1,895,822
Mutual funds	8,314,448	-	8,314,448
T. Rowe Price Stable Value Common Trust Fund	2,853,610	-	2,853,610
Notes receivable from participants	253,696	-	253,696
Employee contributions receivable	12,381	-	12,381
Employer contributions receivable	-	60,616	60,616
Cash and equivalents	1,170	-	1,170
Total assets	11,878,652	1,513,091	13,391,743
Liabilities			
Note payable to employer	-	16,331,115	16,331,115
Net Assets (Deficit) Available for Benefits, at Fair Value	11,878,652	(14,818,024)	(2,939,372)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(99,519)	-	(99,519)
Net Assets (Deficit) Available for Plan Benefits	\$11,779,133	\$(14,818,024)	\$(3,038,891)

See Notes to Financial Statements

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Chromcraft Revington
Employee Stock Ownership and Savings Plan
Statement of Net Assets (Deficit) Available for Benefits
December 31, 2010

Assets

	Allocated	Unallocated	Total
Chromcraft Revington, Inc. common stock, at fair value	\$874,083	\$2,786,424	\$3,660,507
Mutual funds	9,718,282	-	9,718,282
T. Rowe Price Stable Value Common Trust Fund	3,829,966	-	3,829,966
Notes receivable from participants	188,962	-	188,962
Employee contributions receivable	10,608	-	10,608
Employer contributions receivable	-	1,376,961	1,376,961
Cash and equivalents	1,170	-	1,170
Total assets	14,623,071	4,163,385	18,786,456
Liabilities			
Interest payable to employer	-	943,728	943,728
Note payable to employer	-	17,221,322	17,221,322
Total liabilities	-	18,165,050	18,165,050
Net Assets (Deficit) Available for Benefits, at Fair Value	14,623,071	(14,001,665)	621,406
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(138,431)	-	(138,431)
Net Assets (Deficit) Available for Plan Benefits	\$14,484,640	\$(14,001,665)	\$482,975

See Notes to Financial Statements

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Chromcraft Revington
Employee Stock Ownership and Savings Plan
Statement of Changes in Net Assets (Deficit) Available for Benefits
Year Ended December 31, 2011

	Allocated	Unallocated	Total
Additions			
Investment income (loss)			
Dividends	\$360,118	\$-	\$360,118
Net depreciation in fair value of investments	(609,020)	(1,260,192)	(1,869,212)
Net investment loss	(248,902)	(1,260,192)	(1,509,094)
Interest income from notes receivable from participants	9,904	-	9,904
Employee contributions	311,289	-	311,289
Employer contributions	-	1,437,577	1,437,577
Allocation of 67,667 shares of common stock of Chromcraft Revington, Inc., at fair value	73,757	-	73,757
Total additions	146,048	177,385	323,433
Deductions			
Interest expense	-	919,987	919,987
Distributions	2,851,555	-	2,851,555
Allocation of 67,667 shares of common stock of Chromcraft Revington, Inc., at fair value	-	73,757	73,757
Total deductions	2,851,555	993,744	3,845,299
Net Decrease	(2,705,507)	(816,359)	(3,521,866)
Net Assets (Deficit) Available for Benefits, Beginning of Year	14,484,640	(14,001,665)	482,975
Net Assets (Deficit) Available for Benefits, End of Year	\$ 11,779,133	\$(14,818,024)	\$(3,038,891)

See Notes to Financial Statements

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Chromcraft Revington
Employee Stock Ownership and Savings Plan
Statement of Changes in Net Assets (Deficit) Available for Benefits
Year Ended December 31, 2010

	Allocated	Unallocated	Total
Additions			
Investment income (loss)			
Dividends	\$383,228	\$-	\$383,228
Net appreciation (depreciation) in fair value of investments	864,770	(425,686)	439,084
Net investment income (loss)	1,247,998	(425,686)	822,312
Interest income from notes receivable from participants	10,552	-	10,552
Employee contributions	320,779	-	320,779
Employer contributions	-	1,376,961	1,376,961
Allocation of 67,666 shares of common stock of Chromcraft Revington, Inc., at fair value	134,657	-	134,657
Total additions	1,713,986	951,275	2,665,261
Deductions			
Interest expense	-	943,728	943,728
Distributions	1,259,559	-	1,259,559
Administrative expenses	5,973	-	5,973
Allocation of 67,666 shares of common stock of Chromcraft Revington, Inc., at fair value	-	134,657	134,657
Total deductions	1,265,532	1,078,385	2,343,917
Net Increase (Decrease)	448,454	(127,110)	321,344
Net Assets (Deficit) Available for Benefits, Beginning of Year	14,036,186	(13,874,555)	161,631
Net Assets (Deficit) Available for Benefits, End of Year	\$14,484,640	\$(14,001,665)	\$482,975

See Notes to Financial Statements

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Chromcraft Revington
Employee Stock Ownership and Savings Plan
Notes to Financial Statements
December 31, 2011 and 2010

Note 1: Description of the Plan

The following description of the Chromcraft Revington Employee Stock Ownership and Savings Plan (Plan) provides only general information. Participants should refer to the Plan Document and Summary Plan Description for a more complete description of the Plan's provisions, which are available from the Plan Administrator.

General

Effective December 31, 2009, the Chromcraft Revington Savings Plan (Savings Plan) was merged with and into the Chromcraft Revington Employee Stock Ownership and Savings Plan. All assets of the Savings Plan were effectively transferred to the Plan on this date. The Plan consists of a stock bonus plan designed to invest primarily in "qualifying employer securities" (ESOP Component) and a qualified cash or deferred arrangement (401(k) Component). An advisory committee (Plan Committee) consisting of two persons has been designated by the Company to act as the Plan Administrator.

Chromcraft Revington, Inc. established the ESOP Component effective as of January 1, 2002. The ESOP Component covers substantially all employees of Chromcraft Revington, Inc. and its wholly owned subsidiaries (Company or Employer). The ESOP Component operates, in relevant part, as a leveraged employee stock ownership plan (ESOP), and is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986, as amended (Code) and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Under the terms of the Chromcraft Revington Employee Stock Ownership and Savings Plan - ESOP Component Trust (Trust) between Reliance Trust Company (Reliance) and the Company, effective February 1, 2010, Reliance replaced First Bankers Trust Services (First Bankers) as custodian and trustee for the shares of Company stock in the ESOP Component. T. Rowe Price Trust Company is the custodian and trustee of the 401(k) Component. T. Rowe Price Retirement Plan Services, Inc. (Recordkeeper) provides recordkeeping services for the Plan.

On March 15, 2002, the Trust borrowed \$20,000,000 from the Company to purchase 2,000,000 shares of Company common stock. These shares were placed in a loan suspense account under the ESOP Component. The Company will make contributions to the Trust each year until the loan is paid off. When the Trust receives an employer contribution, it will use the contribution to pay down the loan. At the same time, the Trustee of the ESOP Component will take shares of Company stock out of the loan suspense account and allocate them among eligible participant accounts. Effective January 1, 2012, T. Rowe Price Trust Company replaced Reliance as custodian of the allocated shares of Company stock. Reliance remains as trustee of these shares.

The ESOP Component assigned to the Company a security interest in the unallocated shares of Company common stock. The Company has no rights against shares once they are allocated under the Plan. Accordingly, the financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to the accounts of employees with vested rights in allocated stock and funds (Allocated) and stock not yet allocated to employees (Unallocated).

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Chromcraft Revington
Employee Stock Ownership and Savings Plan
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Eligibility

An employee will become eligible to participate in the ESOP Component on January 1 after six months of service for the Company's regular contribution, and either January 1, April 1, July 1 or October 1 after six months of service for voluntary contributions to the 401(k) Component and the Company's matching contributions. Participants must be employed on the last day of a Plan year to be eligible for the allocation of the Company's regular contributions for that Plan year. However, if participants retire on or after age 65 or die during the Plan year, they are also eligible for the allocation of the Company's regular contributions for that Plan year.

Contributions

ESOP Component

The Employer is required to make an annual cash contribution sufficient to pay the current principal and accrued interest due on the note payable to the Employer. The Company may make additional discretionary contributions to the Plan. Regular contributions are allocated to eligible Plan participants based on compensation. Matching contributions are based on a percentage of the participant's pre-tax contributions to the 401(k) Component. For 2011 and 2010, the Company made a "safe harbor" matching contribution, which matched participant's contributions at 100% up to a maximum of 3% of the participant's eligible compensation plus 50% of the next 2% of eligible compensation. The matching contribution may be made in a combination of cash or shares of the Company's common stock based on its closing stock price on December 31. Company contributions for the Plan year ended December 31, 2010 were allocated to participants' accounts in 2011 and were made in Company common stock. Company contributions for the 2011 and 2010 Plan years included only safe harbor matching contributions. The ESOP Component does not permit participant contributions.

401(k) Component

Participants are permitted to contribute 1% to 50% of their annual compensation to the Plan, as defined in the Plan Document, on either a pre-tax or after-tax basis. Employee rollover contributions are also permitted.

Participant Accounts

The Plan is a defined-contribution plan under which a separate individual account is established for each participant.

Aggregate annual additions to a participant's account under this Plan may not exceed certain limitations as established under the Internal Revenue Code.

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Chromcraft Revington
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ESOP Component

Each participant's account is credited as of the last day of each Plan year with a combination of cash and/or shares of Company common stock released by the trustee of the ESOP Component from the unallocated (suspense) account for matching contributions and any forfeitures of terminated participants' nonvested accounts. Only those participants who are eligible employees of the Company and its participating subsidiaries as of the last day of the Plan year will receive an allocation of regular contributions.

401(k) Component

Each participant's account includes credits for the participant's voluntary contributions, any Employer matching or profit-sharing contributions and Plan earnings. Plan earnings are allocated among all participants based on their investment in each fund.

Vesting

ESOP Component

Participants are immediately 100% vested in safe-harbor matching contributions. Vesting on regular contributions and matching contributions, is based on years of service including years of service prior to the Plan's inception. Participants are 100% vested in the Company's regular and matching contributions after three years of service. There is no partial vesting prior to three years of service.

For 2011 and 2010, the Company made safe-harbor matching contributions for which a participant is immediately vested for each Plan year. Participants also become fully vested in all Company contributions in the event of death, or upon a full or partial termination of the Plan.

401(k) Component

All participant contributions and earnings thereon are immediately 100% vested.

Forfeitures

ESOP Component

If a participant terminates employment prior to being fully vested, any resulting unvested portion is forfeited. Forfeited shares of Company common stock can be reallocated each year to the Plan's active participants or used to reduce Plan expenses that would otherwise be paid by the Company. There was \$96 and \$499 forfeited in 2011 and 2010, respectively. Plan expenses paid from forfeited nonvested accounts were \$0 and \$3,835 in 2011 and 2010, respectively.

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401(k) Component

Forfeitures of nonvested Company contributions can be reallocated to the Plan's active participants or used to reduce Plan expenses that would otherwise be paid by the Company. There were no forfeitures in 2011 or 2010. Plan expenses paid from forfeited nonvested accounts were \$0 and \$2,138 in 2011 and 2010, respectively.

Payment of Benefits and Withdrawals

ESOP Component

In the Plan year following termination of employment, a participant is eligible to receive a single sum distribution of his or her vested balance. A terminated participant may receive a distribution in whole shares of Company stock or cash. Any fractional shares will be paid in cash.

401(k) Component

At retirement or termination of service, a participant can elect to receive, in the form of a single sum, the value of his or her vested account balance. In-service withdrawals of pre-tax contributions require the participant to meet certain Plan requirements. Company matching contributions and profit-sharing contributions cannot be withdrawn by a participant prior to his or her termination of employment. Participants in the Plan can withdraw their after-tax contributions to the Plan, including any investment earnings attributable to those contributions. Benefits are recorded when paid.

Diversification

ESOP Component

The Plan allows participants who have three or more years of service as of the end of the prior Plan year to elect to diversify all or any part of the Chromcraft Revington, Inc. stock in their accounts. The diversified amount is transferred into the participant's 401(k) account.

Voting Rights

ESOP Component

Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the ESOP Component's trustee prior to the time that such rights are to be exercised. The Plan Committee instructs the ESOP Component's trustee how to vote the unallocated shares and any shares for which voting instructions are not received.

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Chromcraft Revington
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401(k) Component

Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the 401(k) Component's trustee prior to the time that such rights are to be exercised. The Plan Committee instructs the 401(k) Component's trustee how to vote any shares for which voting instructions are not received.

Notes Receivable From Participants

401(k) Component

Each participant has the right, subject to certain restrictions, to borrow from his or her 401(k) account. The maximum aggregate amount a participant may borrow is 50% of his or her vested 401(k) account, excluding amounts invested in Company stock, up to a maximum of \$50,000. Loans bear a market rate of interest and may be repaid over a period not to exceed five years. The interest paid on a loan is credited directly to the participant's 401(k) account in the Plan.

Notes receivable from participants are reported at amortized principal balance plus accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Plan Termination

Although the employer has not expressed any intent to do so, the employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon such termination of the Plan, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan terms and the Code. Upon termination of the Plan, the Plan Committee shall direct the trustees of the two Components (Trustees) to pay all liabilities and expenses of the Plan. Also, in the event of Plan termination, vesting is immediate.

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Chromcraft Revington
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Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation

The Plan's investments are stated at fair value. Purchases and sales of securities are recorded on a trade-date basis. Quoted market prices are used to value shares of mutual funds. The fair value for shares of Chromcraft Revington common stock was based on the quoted market price on December 31, 2011 and 2010, respectively, as reported by the Trustees. The fair values of the Plan's interests in the stable value common trust fund are based upon the net asset values of such funds reflecting all investments at fair value, including direct and indirect interests in fully benefit-responsive contracts, as reported by the recordkeeper. The fair value of the Plan's investment contracts is based on information reported by the investment advisor using the audited financial statements of the common trust fund at year end.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets (deficit) available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common trust fund. The statements of net assets (deficit) available for benefits present the fair value of the investment in the common trust fund, as well as the adjustment of the investment in the common trust fund from fair value to contract value relating to the investment contracts. The statements of changes in net assets (deficit) available for benefits are prepared on a contract value basis.

Net assets (deficit) available for benefits reflect the contract value of the Plan's investments in the stable value common trust fund because a separate adjustment is presented in the statements of net assets (deficit) available for benefits to increase (decrease) the carrying amount of these investments to contract value, as applicable. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

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The common trust fund invests in investments that pursue maximum current income while maintaining stability of principal. The fund primarily invests in guaranteed investment contracts, bank investment contracts, synthetic investment contracts and separate account contracts. The net asset value of the fund is determined daily utilizing the values of the underlying assets. The common trust fund provides daily liquidity at contract value for any participant withdrawing and transferring funds.

Note 3: Investments

The Plan's investments are presented in the following table:

	2011			2010		
	401 (k) Component Allocated	ESOP Component Allocated	Unallocated	401 (k) Component Allocated	ESOP Component Allocated	Unallocated
Chromcraft Revington, Inc.						
Common stock						
Number of shares	105,383	301,357	1,332,546	172,077	267,161	1,400,213
Cost	\$341,763	\$1,026,182	\$13,325,460	\$573,204	\$1,096,829	\$14,002,130
Fair value	\$114,868	\$328,479	\$1,452,475	\$342,433	\$531,650	\$2,786,424
Mutual funds						
Fair value	7,974,351	340,097	-	9,331,583	386,699	-
Common trust fund						
Fair value	2,806,063	47,547	-	3,782,838	47,128	-
Cash and cash equivalents						
Cost (approximates fair value)	-	1,170	-	-	1,170	-
	\$10,895,282	\$717,293	\$1,452,475	\$13,456,854	\$966,647	\$2,786,424

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Chromcraft Revington
Employee Stock Ownership and Savings Plan
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The fair value of individual investments that represented 5% or more of the Plan's net assets available for benefits were as follows:

	2011	2010
Chromcraft Revington, Inc. common stock - 401(k) Component	\$443,347	\$342,433
*Chromcraft Revington, Inc. common stock - ESOP Component	1,452,475	3,318,074
Stable Value Common Trust Fund	2,853,610	3,829,966
Short-Term Bond Fund	87,434	70,337
New Income Fund	588,220	562,114
Spectrum Income Fund	1,303,069	1,426,773
Balanced Fund	1,147,424	1,318,421
Personal Strategy Income Fund	37,231	36,759
Personal Strategy Balanced Fund	227,354	877,366
Personal Strategy Growth Fund	79,901	67,178
Retirement 2005 Fund	40,127	40,993
Retirement 2010 Fund	118,895	315,497
Retirement 2015 Fund	298,345	118,163
Retirement 2020 Fund	212,604	203,716
Retirement 2025 Fund	34,978	35,240
Retirement 2030 Fund	20,250	-
Retirement 2035 Fund	78,396	-
Retirement 2040 Fund	6,637	-
Retirement 2045 Fund	5,904	-
Equity Income Fund	393,454	462,929
Equity Index 500 Fund	448,562	464,054
New America Growth Fund	571,290	651,750
Spectrum Growth Fund	1,501,088	1,787,580
Mid-Cap Growth Fund	246,706	238,773
Small-Cap Stock Fund	274,854	244,973
Science & Technology Fund	53,221	66,256
Spectrum International Fund	538,504	713,035
*Fidelity Portfolio Class I	1,170	-

*Nonparticipant-directed

Dividends realized on the Plan's investments for 2011 and 2010 were \$360,118 and \$383,228, respectively.

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Chromcraft Revington
Employee Stock Ownership and Savings Plan
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The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value during 2011 and 2010 as follows:

	2011	2010
Chromcraft Revington, Inc. common stock - 401(k) Component	\$(107,639)	\$(58,307)
*Chromcraft Revington, Inc. common stock - ESOP Component	(1,492,043)	(500,598)
Mutual funds	(269,530)	997,989
	\$(1,869,212)	\$439,084

Note 4: Disclosures About Fair Value of Assets

ASC Topic 820, Fair Value Measurements, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Topic 820 also specifies a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets (deficit) available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. The Plan has no liabilities measured on a recurring basis and has no assets or liabilities measured on a nonrecurring basis.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include common stock, mutual funds and a money market mutual fund. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Level 2 securities include a common trust fund. See Note 2 for definition of inputs utilized to determine fair value.

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The following tables present the fair value measurements of assets recognized in the accompanying statements of net assets (deficit) available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2011 and 2010:

	Fair Value	2011 Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Common stock - allocated	\$443,347	\$443,347	\$-	\$ -
Common stock - unallocated	1,452,475	1,452,475	-	-
Mutual funds				
Short-term fixed income	87,434	87,434	-	-
Fixed income	1,891,289	1,891,289	-	-
Balanced/asset allocation	2,308,046	2,308,046	-	-
Large U.S. equity	2,914,394	2,914,394	-	-
Mid U.S. equity	246,706	246,706	-	-
Small U.S. equity	274,854	274,854	-	-
Specialty equity	53,221	53,221	-	-
International equity	538,504	538,504	-	-
Total mutual funds	8,314,448	8,314,448	-	-
Cash and cash equivalents	1,170	1,170	-	-
Common trust fund	2,853,610	-	2,853,610	-
	\$13,065,050	\$10,211,440	\$2,853,610	\$ -

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Chromcraft Revington
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	Fair Value	2010 Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3) (As Adjusted)
Common stock - allocated	\$874,083	\$874,083	\$-	\$ -
Common stock - unallocated	2,786,424	2,786,424	-	-
Mutual funds				
Short-term fixed income	70,337	70,337	-	-
Fixed income	1,988,887	1,988,887	-	-
Balanced/asset allocation	3,029,708	3,029,708	-	-
Large U.S. equity	3,366,313	3,366,313	-	-
Mid U.S. equity	238,773	238,773	-	-
Small U.S. equity	244,973	244,973	-	-
Specialty equity	66,256	66,256	-	-
International equity	713,035	713,035	-	-
Total mutual funds	9,718,282	9,718,282	-	-
Cash and cash equivalents	1,170	1,170	-	-
Common trust fund	3,829,966	-	3,829,966	-
	\$17,209,925	\$13,379,959	\$3,829,966	\$ -

Note 5:

Note Payable

On March 15, 2002, the Trust borrowed \$20,000,000, evidenced by a 5.48% note, from the Company. Proceeds from the note were used to acquire 2,000,000 shares or approximately 33.6% of the outstanding common stock of the Company at that time. Unallocated shares serve as collateral for the unpaid balance on the note. Concurrent with the repayment of the note and in proportion thereto, unallocated shares are allocated to participant accounts. The note is payable in annual installments of principal and interest of \$1,376,961 through 2031, which is funded by annual contributions by the Company.

Maturities of the note for the next five years and thereafter are as follows:

2012	\$479,565
2013	508,296
2014	536,151
2015	565,532
2016	594,385

Thereafter	13,647,186
	\$16,331,115

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Notes to Financial Statements
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Note 6: Net Assets (Deficit) by Participant and Nonparticipant-Directed Investments

Information about the net assets (deficit) and the significant components of the changes in net assets (deficit) relating to the participant and nonparticipant-directed investments for 2011 and 2010, is as follows:

	Participant- Directed Funds	2011 Nonparticipant- Directed Funds	Total
Additions			
Investment income (loss)			
Dividends	\$ 360,118	\$ -	\$ 360,118
Net depreciation in fair value of investments	(377,169)	(1,492,043)	(1,869,212)
Net investment loss	(17,051)	(1,492,043)	(1,509,094)
Interest income from notes receivable from participants	9,904	-	9,904
Transfers in	26,754	-	26,754
Employee contributions	311,289	-	311,289
Employer contributions	-	1,437,577	1,437,577
Total	330,896	(54,466)	276,430
Deductions			
Interest expense	-	919,987	919,987
Transfers out	-	26,754	26,754
Benefits paid to participants	2,830,217	21,338	2,851,555
Total	2,830,217	968,079	3,798,296
Net Decrease	(2,499,321)	(1,022,545)	(3,521,866)
Net Assets (Deficit) Available for Benefits, Beginning of Year	13,952,586	(13,469,611)	482,975
Net Assets (Deficit) Available for Benefits, End of Year	\$ 11,453,265	\$ (14,492,156)	\$(3,038,891)

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	Participant- Directed Funds	2010 Nonparticipant- Directed Funds	Total
Additions			
Investment income (loss)			
Dividends	\$ 383,228	\$ -	\$383,228
Net appreciation (depreciation) in fair value of investments	939,682	(500,598)	439,084
Net investment income (loss)	1,322,910	(500,598)	822,312
Interest income from notes receivable from participants	10,552	-	10,552
Transfers in	18,724	-	18,724
Employee contributions	320,779	-	320,779
Employer contributions	-	1,376,961	1,376,961
Total additions	1,672,965	876,363	2,549,328
Deductions			
Interest expense	-	943,728	943,728
Transfers out	-	18,724	18,724
Benefits paid to participants	1,205,780	53,779	1,259,559
Administrative expenses	573.8		
\$			
(119.9			
)			
\$			
453.9			

Indefinite-lived intangible assets:

Trade Names

\$
147.0

\$
—

\$
147.0

Total indefinite-lived intangible assets

\$
147.0

\$
—

\$
147.0

Total intangible assets

\$
720.8

\$
(119.9
)

\$
600.9

December 31, 2016

Gross Carrying Amount

Accumulated Amortization

Net Carrying Amount

Weighted Average Useful Life (in Years)

Finite-lived intangible assets:

Trademarks and Licenses

\$

177.9

\$

(47.9

)

\$

130.0

13

Customer relationships

247.6

(30.1

)

217.5

14
Patents and Internally-Developed IP
20.3

(6.1
)

14.2

8
Distribution rights
31.0

(0.5
)

30.5

18
Other
1.3

(0.2
)

1.1

3
Total finite-lived intangible assets
\$
478.1

\$
(84.8
)

\$
393.3

Indefinite-lived intangible assets:

Trade Names

\$
243.3

\$
—

\$
243.3

Total indefinite-lived intangible assets

\$
243.3

\$
—

\$
243.3

Total intangible assets

\$
721.4

\$
(84.8
)

\$
636.6

Amortization expense for finite-lived intangible assets was \$10.4 million and \$6.2 million for the three months ended September 30, 2017 and 2016, respectively. Amortization expense for finite-lived intangible assets was \$32.6 million and \$18.2 million for the nine months ended September 30, 2017 and 2016, respectively.

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The following table reflects the estimated future amortization expense, a portion of which is subject to exchange rate fluctuations, for the Company's finite-lived intangible assets as of September 30, 2017:

	Estimated Amortization Expense
2017	\$ 7.4
2018	39.4
2019	36.7
2020	36.0
2021	34.9
Thereafter	299.5
Total	\$ 453.9

7. ACCRUED EXPENSES AND OTHER

The Company's accrued expenses and other current liabilities consist of the following:

	September 30, December 31,	
	2017	2016
Compensation and related benefits	\$ 54.6	\$ 75.8
Advertising and promotional costs	75.4	66.7
Sales returns and allowances	50.6	51.9
Taxes	39.2	39.2
Restructuring reserve	21.9	38.0
Interest	10.3	24.4
Other	93.4	86.9
	\$ 345.4	\$ 382.9

8. LONG-TERM DEBT

The Company's debt balances consist of the following:

	September 30, December 31,	
	2017	2016
2016 Term Loan Facility: 2016 Term Loan due 2023, net of discounts and debt issuance costs ^(a)	\$ 1,738.8	\$ 1,747.8
2016 Revolving Credit Facility due 2021, net of debt issuance costs ^(b)	238.7	—
6.25% Senior Notes due 2024, net of debt issuance costs ^(c)	440.0	439.1
5.75% Senior Notes due 2021, net of debt issuance costs ^(d)	494.8	493.8
Spanish Government Loan due 2025 ^(e)	0.5	0.5
	2,912.8	2,681.2
Less current portion ^(*)	(256.8) (18.1)
	\$ 2,656.0	\$ 2,663.1

^(*) At September 30, 2017, the Company classified \$256.8 million as its current portion of long-term debt, comprised primarily of \$238.7 million of net borrowings under the 2016 Revolving Credit Facility and \$18.0 million of amortization payments on the 2016 Term Loan Facility scheduled to be paid over the next four calendar quarters. At December 31, 2016, the Company classified \$18.1 million as its current portion of long-term debt, comprised primarily of \$18.0 million of amortization payments on the 2016 Term Loan Facility.

^(a) See Note 11, "Long-Term Debt," to the Consolidated Financial Statements in Revlon's 2016 Form 10-K for certain details regarding Products Corporation's 2016 Term Loan that matures on the earlier of: (x) the seventh anniversary of the Elizabeth Arden Acquisition Date; and (y) the 91st day prior to the maturity of Products Corporation's 5.75% Senior Notes due 2021 if, on that date (and solely for so long as), (i) any

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of Products Corporation's 5.75% Senior Notes remain outstanding and (ii) Products Corporation's available liquidity does not exceed the aggregate principal amount of the then outstanding 5.75% Senior Notes by at least \$200.0 million. The aggregate principal amount outstanding under the 2016 Term Loan Facility at September 30, 2017 was \$1,782.0 million.

(b) See Note 11, "Long-Term Debt," to the Consolidated Financial Statements in Revlon's 2016 Form 10-K for certain details regarding Products Corporation's 2016 Revolving Credit Facility, which matures on the earlier of: (x) the fifth anniversary of the Elizabeth Arden Acquisition Date; and (y) the 91st day prior to the maturity of Products Corporation's 5.75% Senior Notes if, on that date (and solely for so long as), (i) any of Products Corporation's 5.75% Senior Notes remain outstanding and (ii) Products Corporation's available liquidity does not exceed the aggregate principal amount of the then outstanding 5.75% Senior Notes by at least \$200.0 million. Total borrowings at face amount under the 2016 Revolving Credit Facility at September 30, 2017 were \$243.9 million (excluding \$10.0 million of outstanding undrawn letters of credit).

(c) See Note 11, "Long-Term Debt," to the Consolidated Financial Statements in Revlon's 2016 Form 10-K for certain details regarding Products Corporation's 6.25% Senior Notes that mature on August 1, 2024. The aggregate principal amount outstanding under the 6.25% Senior Notes at September 30, 2017 was \$450 million.

(d) See Note 11, "Long-Term Debt," to the Consolidated Financial Statements in Revlon's 2016 Form 10-K for certain details regarding Products Corporation's 5.75% Senior Notes that mature on February 15, 2021. The aggregate principal amount outstanding under the 5.75% Senior Notes at September 30, 2017 was \$500 million.

(e) See Note 11, "Long-Term Debt," to the Consolidated Financial Statements in Revlon's 2016 Form 10-K for certain details regarding the euro-denominated loan payable to the Spanish government that matures on June 30, 2025.

Covenants

Products Corporation was in compliance with all applicable covenants under the 2016 Senior Credit Facilities as of September 30, 2017. At September 30, 2017, the aggregate principal amounts outstanding under the 2016 Term Loan Facility and the 2016 Revolving Credit Facility were \$1,782.0 million and \$243.9 million, respectively. Availability under the \$400.0 million 2016 Revolving Credit Facility at September 30, 2017, based upon the calculated borrowing base of \$400.0 million, less \$10.0 million of outstanding undrawn letters of credit, less \$20.5 million of outstanding checks and less \$243.9 million then drawn on the 2016 Revolving Credit Facility, was \$125.6 million.

Products Corporation was in compliance with all applicable covenants under the indentures governing Products Corporation's 6.25% Senior Notes and 5.75% Senior Notes (together, the "Senior Notes Indentures") as of September 30, 2017.

9. FAIR VALUE MEASUREMENTS

Assets and liabilities are required to be categorized into three levels of fair value based upon the assumptions used to price the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3, if applicable, generally would require significant management judgment. The three levels for categorizing the fair value measurement of assets and liabilities are as follows:

Level 1: Fair valuing the asset or liability using observable inputs, such as quoted prices in active markets for identical assets or liabilities;

Level 2: Fair valuing the asset or liability using inputs other than quoted prices that are observable for the applicable asset or liability, either directly or indirectly, such as quoted prices for similar (as opposed to identical) assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active; and

Level 3: Fair valuing the asset or liability using unobservable inputs that reflect the Company's own assumptions regarding the applicable asset or liability.

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As of September 30, 2017, the fair values of the Company's financial assets and liabilities that are required to be measured at fair value are categorized in the table below:

	Total	Level 1	Level 2	Level 3
Assets:				
Derivatives:				
FX Contracts ^(a)	\$ 0.5	\$	—\$ 0.5	\$ —
Total assets at fair value	\$ 0.5	\$	—\$ 0.5	\$ —
Liabilities:				
Derivatives:				
FX Contracts ^(a)	\$ 2.9	\$	—\$ 2.9	\$ —
2013 Interest Rate Swap ^(b)	1.9	—	1.9	—
Total liabilities at fair value	\$ 4.8	\$	—\$ 4.8	\$ —

As of December 31, 2016, the fair values of the Company's financial assets and liabilities that are required to be measured at fair value are categorized in the table below:

	Total	Level 1	Level 2	Level 3
Assets:				
Derivatives:				
FX Contracts ^(a)	\$ 2.3	\$	—\$ 2.3	\$ —
Total assets at fair value	\$ 2.3	\$	—\$ 2.3	\$ —
Liabilities:				
Derivatives:				
FX Contracts ^(a)	\$ 1.1	\$	—\$ 1.1	\$ —
2013 Interest Rate Swap ^(b)	4.7	—	4.7	—
Total liabilities at fair value	\$ 5.8	\$	—\$ 5.8	\$ —

(a)The fair value of the Company's foreign currency forward exchange contracts ("FX Contracts") was measured based on observable market transactions for similar transactions in actively quoted markets of spot and forward rates on the respective dates. See Note 10, "Financial Instruments."

(b)The fair value of Products Corporation's 2013 Interest Rate Swap (as hereinafter defined) was measured based on the implied forward rates from the U.S. Dollar three-month LIBOR yield curve on the respective dates. See Note 10, "Financial Instruments."

As of September 30, 2017, the fair value and carrying value of the Company's long-term debt, including the current portion of long-term debt, are categorized in the table below:

	Fair Value			Total	Carrying Value
	Level 1	Level 2	Level 3		
Liabilities:					
Long-term debt, including current portion	\$—\$2,615.4	\$	—\$2,615.4	\$2,912.8	

As of December 31, 2016, the fair values and carrying values of the Company's long-term debt, including the current portion of long-term debt, are categorized in the table below:

	Fair Value			Total	Carrying Value
	Level 1	Level 2	Level 3		

Liabilities:

Long-term debt, including current portion \$ ~~2,770.9~~ \$ ~~2,770.9~~ \$2,681.2

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REVLON, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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The fair value of the Company's long-term debt, including the current portion of long-term debt, is based on quoted market prices for similar issues and maturities.

The carrying amounts of cash and cash equivalents, trade receivables, notes receivable, accounts payable and short-term borrowings approximate their respective fair values.

10. FINANCIAL INSTRUMENTS

Products Corporation maintains standby and trade letters of credit for various corporate purposes under which Products Corporation is obligated, of which \$10.0 million and \$10.4 million (including amounts available under credit agreements in effect at that time) were maintained at September 30, 2017 and December 31, 2016, respectively. Included in these amounts are approximately \$6.8 million and \$7.3 million at September 30, 2017 and December 31, 2016, respectively, in standby letters of credit that support Products Corporation's self-insurance programs. The estimated liability under such programs is accrued by Products Corporation.

Derivative Financial Instruments

The Company uses derivative financial instruments, primarily: (i) FX Contracts, intended for the purpose of managing foreign currency exchange risk by reducing the effects of fluctuations in foreign currency exchange rates on the Company's net cash flows; and (ii) interest rate hedging transactions, such as the 2013 Interest Rate Swap, intended for the purpose of managing interest rate risk associated with Products Corporation's variable rate indebtedness.

Foreign Currency Forward Exchange Contracts

The FX Contracts are entered into primarily to hedge the anticipated net cash flows resulting from inventory purchases and intercompany payments denominated in currencies other than the local currencies of the Company's foreign and domestic operations and generally have maturities of less than one year.

The U.S. Dollar notional amount of the FX Contracts outstanding at September 30, 2017 and December 31, 2016 was \$162.5 million and \$79.6 million, respectively.

Interest Rate Swap Transaction

In November 2013, Products Corporation executed a forward-starting floating-to-fixed interest rate swap transaction (the "2013 Interest Rate Swap") that, at its inception, was based on a notional amount of \$400 million in respect of indebtedness under Products Corporation's 2013 term loan, that was incurred in connection with completing the October 2013 acquisition of The Colomer Group (the "Old Acquisition Term Loan"). The 2013 Interest Rate Swap initially had a floor of 1.00% that in December 2016 was amended to 0.75%. In connection with entering into the 2016 Term Loan Facility, the 2013 Interest Swap was carried over to apply to a notional amount of \$400 million in respect of indebtedness under such loan for the remaining balance of the term of such swap. The Company initially designated the 2013 Interest Rate Swap as a cash flow hedge of the variability of the forecasted three-month LIBOR interest rate payments initially related to the \$400 million notional amount under the Old Acquisition Term Loan over the three-year term of the 2013 Interest Rate Swap (and subsequently to the \$400 million notional amount under the 2016 Term Loan Facility for the remaining balance of the term of such swap). Under the terms of the 2013 Interest Rate Swap, commencing in May 2015, Products Corporation receives from the counterparty a floating interest rate based on the higher of the three-month U.S. Dollar LIBOR or the floor percentage in effect, while paying a fixed interest rate payment to the counterparty equal to 2.0709% (which, with respect to the 2016 Term Loan Facility, effectively fixes the interest rate on such notional amount at 5.5709% over the remaining balance of the three-year term of the 2013 Interest Rate Swap). At September 30, 2017, the fair value of the 2013 Interest Rate Swap was a liability of \$1.9 million and the accumulated loss recorded in accumulated other comprehensive loss was \$1.2 million, net of tax.

As a result of completely refinancing the Old Acquisition Term Loan with a portion of the proceeds from Product's Corporation's consummation of the 2016 Senior Credit Facilities and the 6.25% Senior Notes Offering in connection with consummating the Elizabeth Arden Acquisition, the critical terms of the 2013 Interest Rate Swap no longer

matched the terms of the underlying debt under the 2016 Term Loan Facility. At the refinancing date, which was the same as the September 7, 2016 Elizabeth Arden Acquisition Date (the "De-designation Date"), the 2013 Interest Rate Swap was determined to no longer be highly effective and the Company discontinued hedge accounting for the 2013 Interest Rate Swap. Following the de-designation of the 2013 Interest Rate Swap, changes in fair value are accounted for as a component of other non-operating expenses. Accumulated deferred losses of \$6.3 million, or \$3.9 million net of tax, at the De-designation Date, that were previously recorded as a component of accumulated other comprehensive loss, will be amortized into earnings over the remaining term of the 2013 Interest Rate Swap. At September 30,

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2017, \$2.1 million, or \$1.2 million net of tax, remains as a component of accumulated other comprehensive loss related to the 2013 Interest Rate Swap. See "Quantitative Information – Derivative Financial Instruments" below. The Company expects that \$1.2 million of the deferred net losses, net of taxes, related to the 2013 Interest Rate Swap will be amortized into earnings over the next 12 months.

Credit Risk

Exposure to credit risk in the event of nonperformance by any of the counterparties is limited to the gross fair value of the derivative instruments in asset positions, which totaled \$0.5 million and \$2.3 million as of September 30, 2017 and December 31, 2016, respectively. The Company attempts to minimize exposure to credit risk by generally entering into derivative contracts with counterparties that have investment-grade credit ratings and are major financial institutions. The Company also periodically monitors any changes in the credit ratings of its counterparties. Given the current credit standing of the Company's counterparties to its derivative instruments, the Company believes that the risk of loss under these derivative instruments arising from any non-performance by any of the counterparties is remote.

Quantitative Information – Derivative Financial Instruments

The fair values of the Company's derivative financial instruments in its Consolidated Balance Sheets were as follows:

Fair Values of Derivative Instruments						
Assets			Liabilities			
Balance Sheet	September 30, 2017	December 31, 2016	Balance Sheet	September 30, 2017	December 31, 2016	
Classification	Fair Value	Fair Value	Classification	Fair Value	Fair Value	
Derivatives not designated as hedging instruments:						
FX Contracts ^(a)	Prepaid expenses and other	\$ 0.5	\$ 2.3	Accrued Expenses	\$ 2.9	\$ 1.1
2013 Interest Rate Swap ^(b)	Prepaid expenses and other	—	—	Accrued expenses and other	1.9	3.7
	Other assets	—	—	Other long-term liabilities	—	1.0

^(a) The fair values of the FX Contracts at September 30, 2017 and December 31, 2016 were measured based on observable market transactions of spot and forward rates at September 30, 2017 and December 31, 2016, respectively.

^(b) The fair values of the 2013 Interest Rate Swap at September 30, 2017 and December 31, 2016 were measured based on the implied forward rates from the U.S. Dollar three-month LIBOR yield curve at September 30, 2017 and December 31, 2016, respectively.

The effects of the Company's derivative financial instruments on its Consolidated Statements of Operations and Comprehensive (Loss) Income were as follows for the periods presented:

Amount of Gain

(Loss) Recognized in

Other Comprehensive

(Loss) Income

Three Months

Ended

September 30,

Nine Months

Ended

September 30,

2017 2016 2017 2016

Derivatives

previously

designated

as

hedging

instruments:

2013

Interest

Rate

Swap

\$0.6 \$0.8 \$1.8 \$0.1

net

of

tax

(a)

(a) Net of tax benefit of \$0.4 million and \$0.5 million for the three months ended September 30, 2017 and 2016, respectively, and \$1.1 million and \$0.1 million for the nine months ended September 30, 2017 and 2016, respectively.

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REVLON, INC. AND SUBSIDIARIES

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(except where otherwise noted, all tabular amounts in millions, except share and per share amounts)

Statement of Operations Classification	Amount of Gain (Loss) Recognized in Net (Loss) Income			
	Three Months		Nine Months	
	Ended		Ended	
	September	September	September	September
	30,	30,	30,	30,
	2017	2016	2017	2016
Derivatives designated as hedging instruments:				
2013				
Interest Rate Swap				
Interest Expense	\$(0.9)	\$(1.0)	\$(2.9)	\$(3.2)
Derivatives not designated as hedging instruments:				
2013				
FX Contracts				
Foreign currency gain (loss), net	\$(2.4)	\$(0.3)	\$(4.0)	\$(0.8)
2013				
Interest Rate Swap				
Miscellaneous, net	—	—	(0.1)	—

11. PENSION AND POST-RETIREMENT BENEFITS

The components of net periodic benefit costs (income) for the Company's pension and the other post-retirement benefit plans for the third quarter of 2017 and 2016 were as follows:

	Pension Plans		Other Post-Retirement Benefit Plans	
	Three Months Ended			
	September 30,	September 30,	September 30,	September 30,
	2017	2016	2017	2016
Net periodic benefit costs (income):				
Service cost	\$0.6	\$0.1	\$ —	\$ —
Interest cost	4.9	5.2	0.1	0.1
Expected return on plan assets	(7.1)	(7.7)	—	—
Amortization of actuarial loss	2.3	2.2	—	—
Total net periodic benefit costs (income)	\$0.7	\$(0.2)	\$ 0.1	\$ 0.1

In the three months ended September 30, 2017, the Company recognized net periodic benefit cost of \$0.8 million, compared to net periodic benefit income of \$0.1 million in the three months ended September 30, 2016. The increase in costs was primarily due to lower expected return on plan assets and higher service costs during the three months ended September 30, 2017.

The components of net periodic benefit costs (income) for the Company's pension and other post-retirement benefit plans for the first nine months of 2017 and 2016 were as follows:

	Pension Plans		Other Post-Retirement Benefit Plans	
	Nine Months Ended September 30,			
	2017	2016	2017	2016
Net periodic benefit costs (income):				
Service cost	\$1.9	\$0.4	\$ —	\$ —
Interest cost	14.7	15.5	0.3	0.3
Expected return on plan assets	(21.4)	(23.3)	—	—
Amortization of actuarial loss	7.1	6.6	0.2	0.1
Curtailement gain	(0.8)	—	—	—
Total net periodic benefit costs (income)	1.5	(0.8)	0.5	0.4
Portion allocated to Revlon Holdings	(0.1)	(0.1)	—	—
	\$1.4	\$(0.9)	\$ 0.5	\$ 0.4

In the nine months ended September 30, 2017, the Company recognized net periodic benefit cost of \$1.9 million, compared to net periodic benefit income of \$0.5 million in the nine months ended September 30, 2016. The increase in costs was primarily

REVLON, INC. AND SUBSIDIARIES

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(except where otherwise noted, all tabular amounts in millions, except share and per share amounts)

due to lower expected return on plan assets and higher service cost during the nine months ended September 30, 2017, partially offset by a curtailment gain resulting from a certain foreign non-qualified benefit plan.

Net periodic benefit costs (income) are reflected in the Company's Consolidated Financial Statements as follows:

	Three Months Ended September 30, 2017		Nine Months Ended September 30, 2016	
Net periodic benefit costs (income):				
Cost of sales	\$(2.5)	\$(0.6)	\$(0.8)	\$(1.9)
Selling, general and administrative expense	3.3	0.5	2.7	1.4
Total net periodic benefit costs (income)	\$0.8	\$(0.1)	\$1.9	\$(0.5)

The Company expects that it will have net periodic benefit cost of approximately \$3.0 million for its pension and other post-retirement benefit plans for all of 2017, compared with net periodic benefit income of \$0.6 million in 2016. During the third quarter of 2017, \$1.7 million and \$0.2 million were contributed to the Company's pension plans and other post-retirement benefit plans, respectively. During the first nine months of 2017, \$5.2 million and \$0.6 million were contributed to the Company's pension plans and other post-retirement benefit plans, respectively. During 2017, the Company expects to contribute approximately \$10.0 million in the aggregate to its pension and other post-retirement benefit plans.

Relevant aspects of the qualified defined benefit pension plans, non-qualified pension plans and other post-retirement benefit plans sponsored by Products Corporation are disclosed in Note 14, "Pension and Post-Retirement Benefits," to the Consolidated Financial Statements in Revlon's 2016 Form 10-K.

12. INCOME TAXES

The Company's provision for income taxes represents federal, foreign, state and local income taxes. The Company's effective tax rate differs from the applicable federal statutory rate due to the effect of state and local income taxes, tax rates and income in foreign jurisdictions, foreign earnings taxable in the U.S., non-deductible expenses and other items. The Company's tax provision changes quarterly based on various factors including, but not limited to, the geographical mix of earnings, enacted tax legislation, foreign, state and local income taxes, tax audit settlements and the interaction of various global tax strategies.

For the third quarter of 2017 and 2016, the Company recorded a benefit from income taxes of \$10.8 million and \$0.4 million, respectively. The \$10.4 million increase in the benefit from income taxes was primarily due to the level and mix of earnings between jurisdictions.

The Company recorded a benefit from income taxes of \$37.8 million for the first nine months of 2017 and a provision for income taxes of \$16.0 million for first nine months of 2016, respectively. The \$53.8 million decrease in the provision for income taxes was primarily due to the pre-tax loss from continuing operations in the first nine months of 2017.

The Company's effective tax rate for the three months ended September 30, 2017 was lower than the federal statutory rate of 35% as a result of the level and mix of earnings between jurisdictions, foreign dividends and earnings taxable in the U.S., partially offset by the effect of certain favorable discrete items.

The Company's effective tax rate for the nine months ended September 30, 2017 was lower than the federal statutory rate of 35% as a result of the level and mix of earnings between jurisdictions, foreign dividends and earnings taxable in the U.S., and state and local taxes, partially offset by the effect of certain favorable discrete items.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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13. ACCUMULATED OTHER COMPREHENSIVE LOSS

The components of accumulated other comprehensive loss as of September 30, 2017 were as follows:

	Foreign Currency Translation	Actuarial (Loss) Gain on Post-retirement Benefits	Deferred Gain (Loss) - Hedging	Other	Accumulated Other Comprehensive Loss
Balance at January 1, 2017	\$ (24.0)	\$ (224.4)	\$ (3.0)	\$(0.3)	\$ (251.7)
Currency translation adjustment, net of tax of \$1.5 million	5.3	—	—	—	5.3
Amortization of pension related costs, net of tax of \$1.3 million ^(a)	—	6.1	—	—	6.1
Amortization of deferred losses related to the de-designated 2013 Interest Rate Swap, net of tax benefit of \$1.1 million ^(b)	—	—	1.8	—	1.8
Curtailment gain, net of tax of \$0.3 million ^(c)	—	2.6	—	—	2.6
Other comprehensive income	\$ 5.3	\$ 8.7	\$ 1.8	\$—	\$ 15.8
Balance at September 30, 2017	\$ (18.7)	\$ (215.7)	\$ (1.2)	\$(0.3)	\$ (235.9)

(a) Amounts represent the change in accumulated other comprehensive loss as a result of the amortization of actuarial losses (gains) arising during each year related to the Company's pension and other post-retirement plans. See Note 11, "Pension and Post-retirement Benefits," for further discussion of the Company's pension and other post-retirement plans.

(b) See Note 10, "Financial Instruments," for further discussion of the 2013 Interest Rate Swap.

(c) As a result of the Elizabeth Arden Acquisition, the Company recognized \$2.6 million in curtailment gains related to a foreign non-qualified defined benefit plan of Elizabeth Arden.

As shown above, other comprehensive income includes changes in the fair value of the 2013 Interest Rate Swap prior to de-designation. Following is a roll-forward of the amounts reclassified out of accumulated other comprehensive loss into earnings as of September 30, 2017:

	2013 Interest Rate Swap
Beginning accumulated losses at June 30, 2017	\$(1.8)
Reclassifications into earnings (net of \$0.4 million tax benefit) ^(a)	0.6
Ending accumulated losses at September 30, 2017	\$(1.2)
	2013 Interest Rate Swap
Beginning accumulated losses at December 31, 2016	\$(3.0)
Reclassifications into earnings (net of \$1.1 million tax benefit) ^(a)	1.8
Ending accumulated losses at September 30, 2017	\$(1.2)

(a) Reclassified to interest expense.

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Following is a roll-forward of the amounts reclassified out of accumulated other comprehensive loss into earnings as of September 30, 2016:

	2013
	Interest
	Rate
	Swap
Beginning accumulated losses at June 30, 2016	\$ (4.5)
Reclassifications into earnings (net of \$0.4 million tax benefit) ^(a)	0.7
Change in fair value (net of \$0.1 million tax benefit)	0.1
Ending accumulated losses at September 30, 2016	\$ (3.7)
	2013
	Interest
	Rate
	Swap
Beginning accumulated losses at December 31, 2015	\$ (3.8)
Reclassifications into earnings (net of \$1.2 million tax expense) ^(a)	2.0
Change in fair value (net of \$1.1 million tax benefit)	(1.9)
Ending accumulated losses at September 30, 2016	\$ (3.7)

^(a) Reclassified to interest expense.

14. SEGMENT DATA AND RELATED INFORMATION

Operating segments include components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker (the Company's "Chief Executive Officer") in deciding how to allocate resources and in assessing the Company's performance. As a result of the similarities in the procurement, manufacturing and distribution processes for the Company's products, much of the information provided in the Unaudited Consolidated Financial Statements, and provided in the segment table below, is similar to, or the same as, that reviewed on a regular basis by the Company's Chief Executive Officer. As of September 30, 2017, and since the Elizabeth Arden Acquisition Date, the Elizabeth Arden organization has continued to operate and be evaluated on a stand-alone basis.

At September 30, 2017, the Company's operations are organized into the following reportable segments:

Consumer - The Company's Consumer segment is comprised of products that are marketed, distributed and sold in large volume retailers, chain drug and food stores, chemist shops, hypermarkets, general merchandise stores, the Internet/e-commerce, television shopping, department stores, one-stop shopping beauty retailers, specialty cosmetic stores and perfumeries in the U.S. and internationally under brands such as Revlon, Almay, SinfulColors and Pure Ice in cosmetics; Revlon ColorSilk in women's hair color; Revlon in beauty tools; and Mitchum in anti-perspirant deodorants. The Consumer segment also includes a skin care line under the Natural Honey brand and hair color line under the Llongueras brand (licensed from a third party) that are sold in large volume retailers and other retailers, primarily in Spain, as well as Cutex nail care products.

Elizabeth Arden - The Elizabeth Arden segment markets, distributes and sells fragrances, skin care and color cosmetics to prestige retailers, specialty stores, the mass retail channel, distributors, perfumeries, department stores, boutiques, travel retailers and other retailers in the U.S. and internationally, as well as direct sales to consumers via its Elizabeth Arden Red Door branded retail stores, Elizabeth Arden.com e-commerce business and Elizabeth Arden Red Door spa beauty salons and spas under brands such as Skin Illuminating, SUPERSTART, Prevage, Eight Hour Cream, Elizabeth Arden Ceramide and Visible Difference in the Elizabeth Arden skin care brands; Elizabeth Arden Red Door, Elizabeth Arden 5th Avenue, Elizabeth Arden Green Tea and UNTOLD in Elizabeth Arden fragrances; Juicy Couture, John Varvatos and Wildfox Couture in designer fragrances; and Curve, Elizabeth Taylor, Britney

Spears, Christina Aguilera, Halston, Ed Hardy, Geoffrey Beene, Alfred Sung, Giorgio Beverly Hills, Lucky Brand, PS Fine Cologne for Men, White Shoulders and Jennifer Aniston in heritage fragrances.

Professional - The Company's Professional segment markets, distributes and sells professional products primarily to hair and nail salons and professional salon distributors in the U.S. and internationally under brands such as Revlon Professional in hair color, hair care and hair treatments; CND in nail polishes and nail enhancements, including CND Shellac and CND Vinylux nail polishes; and American Crew in men's grooming products. The Professional segment also includes a multi-cultural hair care line consisting of Creme of Nature hair care products, which are sold in both professional salons and in large volume retailers and other retailers, primarily in the U.S.

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Other - The Other segment includes the operating results related to the development, marketing and distribution of certain licensed fragrances and other beauty products. The results included within the Other segment are not material to the Company's consolidated results of operations.

The Company's management evaluates segment profit, which is defined as income from continuing operations before interest, taxes, depreciation, amortization, stock-based compensation expense, gains/losses on foreign currency fluctuations, gains/losses on the early extinguishment of debt and miscellaneous expenses, for each of the Company's reportable segments. Segment profit also excludes unallocated corporate expenses and the impact of certain items that are not directly attributable to the reportable segments' underlying operating performance, which includes the impacts of: (i) restructuring and related charges; (ii) acquisition and integration costs; (iii) deferred compensation costs; (iv) costs of sales resulting from a fair value adjustment to inventory acquired in the Elizabeth Arden Acquisition; and (v) charges related to the Elizabeth Arden 2016 Business Transformation Program. Such items are shown below in the table reconciling segment profit to consolidated income from continuing operations before income taxes. Unallocated corporate expenses primarily include general and administrative expenses related to the corporate organization. These expenses are recorded in unallocated corporate expenses, as these items are centrally directed and controlled and are not included in internal measures of segment operating performance. The Company does not have any material inter-segment sales.

The accounting policies for each of the reportable segments are the same as those described in Note 1, "Description of Business and Summary of Significant Accounting Policies." The Company's assets and liabilities are managed centrally and are reported internally in the same manner as the Unaudited Consolidated Financial Statements; thus, no additional information regarding assets and liabilities of the Company's reportable segments is produced for the Company's Chief Executive Officer or included in these Unaudited Consolidated Financial Statements.

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The following table is a comparative summary of the Company's net sales and segment profit by reportable segment for each of the three and nine months ended September 30, 2017 and 2016.

	Three Months Ended		Nine Months Ended	
	September 30, 2017	2016	September 30, 2017	2016
Segment Net Sales:				
Consumer	\$306.7	\$342.8	\$932.8	\$1,022.3
Elizabeth Arden	248.1	135.2	639.3	135.2
Professional	107.0	118.8	320.4	357.2
Other	4.7	8.0	14.6	18.6
Total	\$666.5	\$604.8	\$1,907.1	\$1,533.3
Segment Profit:				
Consumer	\$33.0	\$81.0	\$134.5	\$220.4
Elizabeth Arden	31.6	32.5	65.5	32.5
Professional	18.9	23.7	44.5	73.4
Other	(1.0)	(0.1)	(2.5)	(0.9)
Total	\$82.5	\$137.1	\$242.0	\$325.4
Reconciliation:				
Segment Profit	\$82.5	\$137.1	\$242.0	\$325.4
Less:				
Unallocated corporate expenses	28.9	24.2	95.2	59.1
Depreciation and amortization	37.9	28.8	111.7	81.0
Non-cash stock compensation expense	1.5	1.5	5.9	4.8
Non-Operating items:				
Restructuring and related charges	6.6	0.5	12.3	2.3
Acquisition and integration costs	12.7	33.5	40.2	39.5
Elizabeth Arden 2016 Business Transformation Program	0.1	1.7	0.8	1.7
Elizabeth Arden inventory purchase accounting adjustment, cost of sales	—	4.2	17.2	4.2
Cutex International inventory purchase accounting adjustment, cost of sales	—	0.2	—	0.3
Deferred compensation	0.3	0.8	2.0	2.6
Operating (loss) income	(5.5)	41.7	(43.3)	129.9
Less:				
Interest Expense	38.6	27.4	110.3	69.3
Amortization of debt issuance costs	2.3	1.7	6.8	4.6
Loss on early extinguishment of debt	—	16.9	—	16.9
Foreign currency (gains) losses, net	(3.1)	1.2	(16.8)	6.3
Miscellaneous, net	0.3	(0.6)	1.8	(0.1)
(Loss) income from continuing operations before income taxes	\$(43.6)	\$(4.9)	\$(145.4)	\$32.9

As of September 30, 2017, after giving effect to the Elizabeth Arden Acquisition, the Company had operations established in 27 countries outside of the U.S. and its products are sold throughout the world. Generally, net sales by geographic area are presented by attributing revenues from external customers on the basis of where the products are sold.

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	Three Months Ended		Nine Months Ended					
	September 30,		September 30,					
Geographic area:	2017	2016	2017	2016				
Net sales:								
United States	\$311.7	47%	\$326.1	54%	\$916.2	48%	\$836.8	55%
International	354.8	53%	278.7	46%	990.9	52%	696.5	45%
	\$666.5		\$604.8		\$1,907.1		\$1,533.3	

	September 30,		December 31,	
Long-lived assets, net:	2017		2016	
United States	\$1,478.2	84%	\$1,494.3	85%
International	283.9	16%	255.4	15%
	\$1,762.1		\$1,749.7	

	Three Months Ended		Nine Months Ended					
	September 30,		September 30,					
Classes of similar products:	2017	2016	2017	2016				
Net sales:								
Color cosmetics	\$221.3	33%	\$245.5	41%	\$681.6	36%	\$731.7	48%
Fragrance	197.6	30%	127.8	21%	487.7	26%	154.9	10%
Hair care	126.0	19%	135.3	22%	383.7	20%	402.1	26%
Beauty care	69.3	10%	94.1	16%	198.0	10%	236.9	15%
Skin care	52.3	8%	2.1	—%	156.1	8%	7.7	1%
	\$666.5		\$604.8		\$1,907.1		\$1,533.3	

15. BASIC AND DILUTED EARNINGS PER COMMON SHARE

Shares used in basic (loss) earnings per share are computed using the weighted average number of common shares outstanding during each period. Shares used in diluted (loss) earnings per share include the dilutive effect of unvested restricted stock under the Company's Stock Plan using the treasury stock method. For the three and nine months ended September 30, 2017, diluted loss per share equals basic loss per share as the assumed vesting of restricted stock would have an anti-dilutive effect. At September 30, 2017 and 2016, there were no outstanding stock options under the Company's Stock Plan.

REVLON, INC. AND SUBSIDIARIES

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Following are the components of basic and diluted (loss) earnings per common share for the three and nine months ended September 30, 2017 and 2016:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Numerator:				
(Loss) income from continuing operations, net of taxes	\$ (32.8)	\$ (4.5)	\$ (107.6)	\$ 16.9
Income (loss) from discontinued operations, net of taxes	0.4	(0.2)	1.3	(2.3)
Net (loss) income	\$ (32.4)	\$ (4.7)	\$ (106.3)	\$ 14.6
Denominator:				
Weighted average common shares outstanding – Basic	52,615,452	52,498,246	52,584,955	52,498,840
Effect of dilutive restricted stock	—	—	—	118,900
Weighted average common shares outstanding – Diluted	52,615,452	52,498,246	52,584,955	52,617,740
Basic (loss) earnings per common share:				
Continuing operations	\$ (0.62)	\$ (0.09)	\$ (2.04)	\$ 0.32
Discontinued operations	0.01	—	0.02	(0.04)
Net (loss) income	\$ (0.61)	\$ (0.09)	\$ (2.02)	\$ 0.28
Diluted (loss) earnings per common share:				
Continuing operations	\$ (0.62)	\$ (0.09)	\$ (2.04)	\$ 0.32
Discontinued operations	0.01	—	0.02	(0.04)
Net (loss) income	\$ (0.61)	\$ (0.09)	\$ (2.02)	\$ 0.28
Unvested restricted stock awards under the Stock Plan ^(a)	19,506	—	19,486	—

^(a) These are outstanding common stock equivalents that were not included in the computation of diluted earnings per common share because their inclusion would have had an anti-dilutive effect.

16. CONTINGENCIES

The Company is involved in various routine legal proceedings incidental to the ordinary course of its business. The Company believes that the outcome of all pending legal proceedings in the aggregate is not reasonably likely to have a material adverse effect on the Company's business, prospects, results of operations, financial condition and/or cash flows.

As previously disclosed, following the announcement of the execution of the Elizabeth Arden Merger Agreement, several putative shareholder class action lawsuits and a derivative lawsuit were filed challenging the Merger. In addition to the complaints filed on behalf of plaintiffs Parker, Christiansen, Ross and Stein on July 25, 2016, a lawsuit (Hutson v. Elizabeth Arden, Inc., et al., Case No. CACE-16-013566) (referred to as the "Hutson complaint") was filed in the Seventeenth Judicial Circuit in and for Broward County, Florida (the "Court") against Elizabeth Arden, the members of the board of directors of Elizabeth Arden, Revlon, Products Corporation and Acquisition Sub. In general, the Hutson complaint alleges that: (i) the members of Elizabeth Arden's board of directors breached their fiduciary duties to Elizabeth Arden's shareholders with respect to the Merger, by, among other things, approving the Merger pursuant to an unfair process and at an inadequate and unfair price; and (ii) Revlon, Products Corporation and Acquisition Sub aided and abetted the breaches of fiduciary duty by the members of Elizabeth Arden's board. The plaintiff seeks relief similar to that sought in the Parker case.

By Order dated August 4, 2016, all five cases were consolidated by the Court into a Consolidated Amended Class Action. Thereafter, on August 11, 2016 a Consolidated Amended Class Action Complaint was filed, seeking to enjoin

defendants from consummating the Merger and/or from soliciting shareholder votes. To the extent that the Merger was consummated, the Consolidated Amended Class Action Complaint seeks to rescind the Merger or recover rescissory or other compensatory damages, along with costs and fees. The grounds for relief set forth in the Consolidated Amended Class Action Complaint in large part track those grounds as asserted in the five individual complaints, as previously disclosed. Class counsel advised that post consummation of the Merger they were going to file a Second Consolidated Amended Class Action Complaint. The Second Consolidated Amended Class Action Complaint (which superseded the Consolidated Amended Class Action Complaint) was ultimately filed on or about

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January 26, 2017. Like the Consolidated Amended Class Action complaint, the grounds for relief set forth in the Second Consolidated Amended Class Action Complaint in large part track those grounds as asserted in the five individual complaints.

The Company believes the allegations contained in the Second Consolidated Amended Class Action Complaint are without merit and intends to vigorously defend against them. Additional lawsuits arising out of or relating to the Elizabeth Arden Merger Agreement or the Merger may be filed in the future. The defendants' motions to dismiss the Second Consolidated Amended Class Action Complaint were filed on March 28, 2017. Plaintiffs' response was filed on June 6, 2017 and defendants' replies were filed on July 13, 2017. A hearing on the defendants' motion to dismiss was held on September 19, 2017 and the parties await the Court's decision.

The Company believes that the outcome of all pending legal proceedings in the aggregate is not reasonably likely to have a material adverse effect on the Company's business, prospects, results of operations, financial condition and/or cash flows. However, in light of the uncertainties involved in legal proceedings generally, the ultimate outcome of a particular matter could be material to the Company's operating results for a particular period depending on, among other things, the size of the loss or the nature of the liability imposed and the level of the Company's income for that particular period.

17. RELATED PARTY TRANSACTIONS

Reimbursement Agreements

Pursuant to the previously disclosed reimbursement agreements (the "Reimbursement Agreements") between Revlon, Products Corporation and MacAndrews & Forbes Inc. (a wholly-owned subsidiary of MacAndrews & Forbes): (i) MacAndrews & Forbes is obligated to provide (directly or through its affiliates) certain professional and administrative services, including, without limitation, employees, to the Company, and to purchase services from third-party providers, such as insurance, legal, accounting and air transportation services, on behalf of the Company, to the extent requested by Products Corporation; and (ii) Products Corporation is obligated to provide certain professional and administrative services, including, without limitation, employees, to MacAndrews & Forbes and to purchase services from third-party providers, such as insurance, legal and accounting services, on behalf of MacAndrews & Forbes, to the extent requested by MacAndrews & Forbes, provided that in each case the performance of such services does not cause an unreasonable burden to MacAndrews & Forbes or Products Corporation, as the case may be.

The Company reimburses MacAndrews & Forbes for the allocable costs of the services that MacAndrews & Forbes purchases for or provides to the Company and for the reasonable out-of-pocket expenses that MacAndrews & Forbes incurs in connection with the provision of such services. MacAndrews & Forbes reimburses Products Corporation for the allocable costs of the services that Products Corporation purchases for or provides to MacAndrews & Forbes and for the reasonable out-of-pocket expenses incurred by Products Corporation in connection with the purchase or provision of such services. Each of the Company, on the one hand, and MacAndrews & Forbes, on the other, has agreed to indemnify the other party for losses arising out of the services provided by it under the Reimbursement Agreements, other than losses resulting from its willful misconduct or gross negligence.

The Reimbursement Agreements may be terminated by either party on 90 days' notice. The Company does not intend to request services under the Reimbursement Agreements unless their costs would be at least as favorable to the Company as could be obtained from unaffiliated third parties.

The Company participates in MacAndrews & Forbes' directors and officers liability insurance program (the "D&O Insurance Program"), as well as its other insurance coverages, such as property damage, business interruption, liability and other coverages, which cover the Company, as well as MacAndrews & Forbes and its subsidiaries. The limits of coverage for certain of the policies are available on an aggregate basis for losses to any or all of the participating companies and their respective directors and officers. The Company reimburses MacAndrews & Forbes from time-to-time for their allocable portion of the premiums for such coverage or the Company pays the insurers directly,

which premiums the Company believes are more favorable than the premiums that the Company would pay were it to secure stand-alone coverage. Any amounts paid by the Company directly to MacAndrews & Forbes in respect of premiums are included in the amounts paid under the Reimbursement Agreements.

The net activity related to services purchased under the Reimbursement Agreements during the nine months ended September 30, 2017 and 2016 was \$3.6 million and \$1.3 million, respectively, which primarily included partial payments made by the Company to MacAndrews & Forbes during the first quarter of 2017 and 2016 for premiums related to the Company's allocable portion of the 5-year renewal of the D&O Insurance Program for the period from January 31, 2012 through January 31, 2017 (which insurance coverage was renewed in January 2017 through January 2020). As of September 30, 2017 and December 31, 2016, a receivable balance of \$0.5 million and a payable balance of \$0.2 million, respectively, from MacAndrews & Forbes was included in the Company's Consolidated Balance Sheet for transactions subject to the Reimbursement Agreements.

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Other

During the nine months ended September 30, 2017 and 2016, the Company engaged several companies in which MacAndrews & Forbes had a controlling interest to provide the Company with various ordinary course business services. These services included processing approximately \$24.4 million and \$35.1 million of coupon redemptions for the Company's retail customers for the nine months ended September 30, 2017 and 2016, respectively, for which the Company paid fees of approximately \$0.2 million and \$0.3 million for the nine months ended September 30, 2017 and 2016, respectively, and other similar advertising, coupon redemption and raw material supply services, for which the Company paid fees aggregating to approximately \$0.3 million for each of the nine months ended September 30, 2017 and 2016. The Company believes that its engagement of each of these affiliates was on arm's length terms, taking into account each firm's expertise in its respective field, and that the fees paid were at least as favorable as those available from unaffiliated parties.

REVLON, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(all tabular amounts in millions, except share and per share amounts)

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

Overview of the Business

Revlon, Inc. ("Revlon" and together with its subsidiaries, the "Company") conducts its business exclusively through its direct wholly-owned operating subsidiary, Revlon Consumer Products Corporation ("Products Corporation"), and its subsidiaries, including Elizabeth Arden, Inc. ("Elizabeth Arden"). Revlon is an indirect majority-owned subsidiary of MacAndrews & Forbes Incorporated (together with certain of its affiliates other than the Company, "MacAndrews & Forbes"), a corporation wholly-owned by Ronald O. Perelman.

The Company operates in four segments: the consumer division ("Consumer"); the professional division ("Professional"); Elizabeth Arden; and Other. The Company manufactures, markets and sells an extensive array of beauty and personal care products worldwide, including color cosmetics, fragrances, skin care, hair color, hair care and hair treatments, beauty tools, men's grooming products, anti-perspirant deodorants and other beauty care products.

On September 7, 2016 (the "Acquisition Date"), the Company completed the acquisition of Elizabeth Arden (the "Elizabeth Arden Acquisition"). The results of operations for the Elizabeth Arden business are presented in the Elizabeth Arden segment and are included in the Company's Consolidated Financial Statements commencing on the Acquisition Date. Refer to Note 2, "Business Combinations," to the Unaudited Consolidated Financial Statements in this Form 10-Q for further details related to the Elizabeth Arden Acquisition.

The Company's Business Strategy for Value Creation

Our strategy is based on three key pillars:

Strengthen Our Portfolio of Brands. The Company intends to continue to develop the leadership and aspiration for our flagship brands; Revlon, Elizabeth Arden and Almay. The Company is continuing to develop our product offerings across beauty segments with a focus on large and/or fast growing categories. We are leveraging our creativity, insights and agility to accelerate innovation to develop trend-relevant and first-of-its kind beauty solutions. We aim to delight our customers with high performing products, superior services and unique experiences that exceed their expectations. And we will continue to communicate our brands' heritage, expertise and purpose to create authentic, meaningful and lasting connections with consumers of all ages.

Strategically Expand Consumer's Access to Our Brands. The Company is taking steps to ensure that consumers have real-time access to our brands wherever and however they shop for beauty. We are strengthening and diversifying our channels, especially direct to consumer. We are accelerating our development in high-growth channels, with a focus on specialty, e-commerce and m-commerce. Our goal is to continue to win in traditional channels (including mass, drug, selective and department stores) and expand our combined reach into travel retail. The Company is taking actions to strengthen its position in the U.S., to ensure our growth base and expand into untapped geographic regions, with a focus on growth in Asia.

Develop a Cost Structure That Fuels Investment in Our Brands. The Company aims to grow profitably, improve our operating performance and align our strategic investments behind the biggest growth opportunities and innovation that differentiates our brands. We continue to improve our category mix by shifting toward higher gross margin categories (e.g., skin care and fragrance) and we aim to reduce sales returns, markdowns and inventory levels. Our objective is to continue to optimize our resource allocation.

Changes in consumer shopping patterns for beauty products in which consumers have continued to increasingly engage with beauty brands through e-commerce and other social media channels have resulted in slower retail traffic in brick-and-mortar stores in the mass retail channel in North America. This shift in consumer behavior has resulted in

continuing declines in the brick-and-mortar retail channel that the Company expects will persist over time. To address the pace and impact of this new commercial landscape, the Company has shifted some of its brand marketing spend toward enhancing its e-commerce and social media capabilities to ensure that consumers have real-time access to our brands wherever and however they shop for beauty and facilitate increased penetration of e-commerce and social media channels.

The Company believes that its renewed focus on e-commerce and its evolving marketing and sales initiatives will support the foundation for driving a successful long-term omni-channel strategy and significantly increase its e-commerce penetration. In July 2017, the Company appointed Grey as its new global creative agency of record to provide integrated communications services, including traditional and digital advertising and promotion and activation marketing for the Company's brands, including Revlon, Elizabeth Arden, Almay, CND, Cutex and SinfulColors, along with many of its key fragrance brands, including Charlie, Britney Spears, Curve, Tapout and Elizabeth Taylor. To drive its digital transformation, the Company engaged Sapient Razorfish during

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(all tabular amounts in millions, except share and per share amounts)

the third quarter of 2017 to assist the Company on the following e-commerce initiatives: (i) developing and implementing effective content to enhance the Company's online retail position; (ii) improving the Company's consumer engagement across social media platforms; and (iii) transforming the Company's technology and data to support efficient management of the Company's digital infrastructure.

While executing these strategic initiatives may increase the Company's expenses and debt, they are expected to have a long-term positive impact on the Company's overall revenues and profitability.

Overview of Net Sales and Earnings Results

Consolidated net sales in the third quarter of 2017 were \$666.5 million, a \$61.7 million increase, or 10.2%, as compared to \$604.8 million in the third quarter of 2016. Excluding the \$4.2 million favorable impact of foreign currency fluctuations (referred to herein as "FX," "XFX" or on an "XFX basis"), consolidated net sales increased by \$57.5 million, or 9.5%, during the third quarter of 2017. The XFX increase in the third quarter of 2017 was primarily driven by a \$112.9 million increase in net sales as a result of the Elizabeth Arden Acquisition completed in September 2016; partially offset by a \$37.5 million, or 10.9%, decrease in Consumer segment net sales and a \$14.6 million, or 12.3%, decrease in Professional segment net sales.

Consolidated net sales in the first nine months of 2017 were \$1,907.1 million, a \$373.8 million increase, or 24.4%, as compared to \$1,533.3 million in the first nine months of 2016. Excluding the \$3.8 million unfavorable FX impact, consolidated net sales increased by \$377.7 million, or 24.6%, during the first nine months of 2017. The XFX increase in the first nine months of 2017 was primarily driven by a \$504.1 million increase in net sales as a result of the Elizabeth Arden Acquisition completed in September 2016; partially offset by a \$86.9 million, or 8.5%, decrease in Consumer segment net sales and a \$36.9 million, or 10.3%, decrease in Professional segment net sales.

Consolidated loss from continuing operations, net of taxes, in the third quarter of 2017 was \$32.8 million, compared to consolidated loss from continuing operations of \$4.5 million, net of taxes, in the third quarter of 2016. The \$28.3 million decrease in consolidated income from continuing operations, net of taxes, in the third quarter of 2017 was primarily due to:

- \$76.9 million of higher selling, general and administrative expenses ("SG&A"), primarily driven by the inclusion of the SG&A expenses of the Elizabeth Arden segment; and

- a \$11.2 million increase in interest expense incurred during the third quarter of 2017, primarily as a result of the debt-related transactions completed during 2016 in connection with financing the Elizabeth Arden Acquisition, as well as higher borrowings under the 2016 Revolving Credit Facility;

with the foregoing partially offset by:

- a \$20.8 million decrease in acquisition and integration costs related to the Elizabeth Arden Acquisition;

- \$16.9 million of losses from debt extinguishment that were recorded in the third quarter of 2016 as a result of debt transactions completed in connection with the Elizabeth Arden Acquisition; and

- \$14.8 million of higher gross profit in the third quarter of 2017, primarily due to the inclusion of gross profit from the Elizabeth Arden segment, partially offset by lower gross profit within the Consumer and Professional segments.

Consolidated loss from continuing operations, net of taxes, in the first nine months of 2017 was \$107.6 million, compared to consolidated income from continuing operations of \$16.9 million, net of taxes, in the first nine months of 2016. The \$124.5 million decrease in consolidated income from continuing operations, net of taxes, in the first nine months of 2017 was primarily due to:

- \$282.5 million of higher SG&A expenses, primarily driven by the inclusion of the SG&A expenses of the Elizabeth Arden segment; and

-

a \$41.0 million increase in interest expense incurred during the first nine months of 2017, primarily as a result of the debt-related transactions completed during 2016 in connection with financing the Elizabeth Arden Acquisition, as well as higher borrowings under the 2016 Revolving Credit Facility;

with the foregoing partially offset by:

\$119.0 million of higher gross profit in the first nine months of 2017, primarily due to the inclusion of gross profit from the Elizabeth Arden segment, partially offset by lower gross profit within the Consumer and Professional segments;

a \$53.8 million decrease in the provision for income taxes, primarily due to the pretax loss from continuing operations in the first nine months of 2017; and

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\$23.1 million of favorable variance in foreign currency gains, resulting from \$16.8 million in foreign currency gains during the first nine months of 2017, as compared to \$6.3 million of foreign currency losses during the first nine months of 2016.

These items are discussed in more detail within "Results of Operations" and within "Financial Condition, Liquidity and Capital Resources" below.

Operating Segments

The Company operates in four reporting segments: the consumer division ("Consumer"); Elizabeth Arden; the professional division ("Professional"); and Other:

The Consumer segment is comprised of the Company's consumer brands, which primarily include Revlon, Almay, SinfulColors and Pure Ice in color cosmetics; Revlon ColorSilk in women's hair color; Revlon in beauty tools; and Mitchum in anti-perspirant deodorants. The Company's principal customers for its consumer products include large volume retailers, chain drug and food stores, chemist shops, hypermarkets, general merchandise stores, the Internet/e-commerce, television shopping, department stores, one-stop shopping beauty retailers, specialty cosmetics stores and perfumeries in the U.S. and internationally. The Consumer segment also includes a skin care line under the Natural Honey brand and a hair color line under the Llongueras brand (licensed from a third party) sold to large volume retailers and other retailers, primarily in Spain, which were acquired as part of the Colomer Acquisition, as well as Cutex nail care products, which (combined with other Cutex businesses that the Company acquired in 1998) were acquired as part of the October 2015 and May 2016 acquisitions of the Cutex businesses and related assets in the U.S. (the "Cutex U.S. Acquisition") and in certain international territories (the "Cutex International Acquisition" and together with the Cutex U.S. Acquisition, the "Cutex Acquisitions"), respectively.

The Elizabeth Arden segment includes the operating results of the Elizabeth Arden business and related purchase accounting for the Company's September 2016 Elizabeth Arden Acquisition. Elizabeth Arden is a global prestige beauty products company with an iconic portfolio of prestige fragrance, skin care and cosmetic brands, which includes the Elizabeth Arden skin care brands, color cosmetics and fragrances; designer fragrances such as Juicy Couture, John Varvatos and Wildfox Couture; and heritage fragrances such as Curve, Elizabeth Taylor, Britney Spears and Christina Aguilera.

The Professional segment is comprised primarily of the Company's professional brands, which include Revlon Professional in hair color, hair care and hair treatments; CND-branded products in nail polishes and nail enhancements; and American Crew in men's grooming products, all of which are sold worldwide to professional salons. The Company's principal customers for its professional products include hair and nail salons and distributors to professional salons in the U.S. and internationally. The Professional segment also includes a multi-cultural hair care line consisting of Creme of Nature hair care products sold to professional salons, large volume retailers and other retailers, primarily in the U.S.

The Other segment primarily includes the operating results related to the development, marketing and distribution of certain licensed fragrances and other beauty products. The results included within the Other segment are not material to the Company's consolidated results of operations.

Results of Operations

Consolidated Net Sales:

Third quarter results:

Consolidated net sales in the third quarter of 2017 were \$666.5 million, a \$61.7 million increase, or 10.2%, as compared to \$604.8 million in the third quarter of 2016. Excluding the \$4.2 million favorable FX impact, consolidated net sales increased by \$57.5 million, or 9.5%, during the third quarter of 2017. The XFX increase in the third quarter of 2017 was primarily driven by a \$112.9 million increase in net sales as a result of the Elizabeth Arden Acquisition completed in September 2016; partially offset by a \$37.5 million, or 10.9%, decrease in Consumer segment net sales and a \$14.6 million, or 12.3%, decrease in Professional segment net sales.

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Year-to-date results:

Consolidated net sales in the first nine months of 2017 were \$1,907.1 million, a \$373.8 million increase, or 24.4%, as compared to \$1,533.3 million in the first nine months of 2016. Excluding the \$3.8 million unfavorable FX impact, consolidated net sales increased by \$377.7 million, or 24.6%, during the first nine months of 2017. The XFX increase in the first nine months of 2017 was primarily driven by a \$504.1 million increase in net sales as a result of the Elizabeth Arden Acquisition completed in September 2016; partially offset by a \$86.9 million, or 8.5%, decrease in Consumer segment net sales and a \$36.9 million, or 10.3%, decrease in Professional segment net sales.

See "Segment Results" below for further discussion.

Segment Results:

The Company's management evaluates segment profit, which is defined as income from continuing operations before interest, taxes, depreciation, amortization, stock-based compensation expense, gains/losses on foreign currency fluctuations, gains/losses on the early extinguishment of debt and miscellaneous expenses, for each of the Company's reportable segments. Segment profit also excludes unallocated corporate expenses and the impact of certain items that are not directly attributable to the segments' underlying operating performance, which includes the impact of: (i) restructuring and related charges; (ii) acquisition and integration costs; (iii) deferred compensation costs; (iv) charges related to the Elizabeth Arden 2016 Business Transformation Program; and (v) costs of sales resulting from a fair value adjustment to inventory acquired in the Elizabeth Arden Acquisition. Unallocated corporate expenses primarily include general and administrative expenses related to the corporate organization. These expenses are recorded in unallocated corporate expenses as these items are centrally directed and controlled and are not included in internal measures of segment operating performance. The Company does not have any material inter-segment sales. For a reconciliation of segment profit to income from continuing operations before income taxes, see Note 14, "Segment Data and Related Information," to the Unaudited Consolidated Financial Statements in this Form 10-Q.

The following table provides a comparative summary of the Company's segment results for the three months ended September 30, 2017 and 2016:

	Net Sales				Segment Profit							
	Three Months		Change		Three Months		Change					
	Ended	September 30,			Ended	September 30,						
	2017	2016	\$	%	\$	%	\$	%				
Consumer	\$306.7	\$342.8	\$(36.1)	(10.5)%	\$(37.5)	(10.9)%	\$33.0	\$81.0	\$(48.0)	(59.3)%	\$(48.0)	(59.3)%
Elizabeth Arden ^(b)	248.1	135.2	112.9	83.5%	112.9	83.5%	31.6	32.5	(0.9)	(2.8)%	(0.9)	(2.8)%
Professional	107.0	118.8	(11.8)	(9.9)%	(14.6)	(12.3)%	18.9	23.7	(4.8)	(20.3)%	(5.1)	(21.5)%
Other	4.7	8.0	(3.3)	(41.3)%	(3.3)	(41.3)%	(1.0)	(0.1)	(0.9)	(900.0)%	(0.9)	(900.0)%
Total	\$666.5	\$604.8	\$61.7	10.2%	\$57.5	9.5%	\$82.5	\$137.1	\$(54.6)	(39.8)%	\$(54.9)	(40.0)%

(a) XFX excludes the impact of foreign currency fluctuations.

(b) 2016 Net Sales and Segment Profit represent results for the partial period of September 7, 2016 through September 30, 2016.

The following table provides a comparative summary of the Company's segment results for the nine months ended September 30, 2017 and 2016:

	Net Sales			Segment Profit		
	Nine Months		Change	Nine Months		Change
	Ended	September		Ended	September	
	30,	30,		30,	30,	

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	2017	2016	\$	%	\$	%	2017	2016	\$	%	\$	%
Consumer	\$932.8	\$1,022.3	\$(89.5)	(8.8)%	\$(86.9)	(8.5)%	\$134.5	\$220.4	\$(85.9)	(39.0)%	\$(85.3)	(38.7)%
Elizabeth Arden ^(b)	639.3	135.2	504.1	372.9%	504.1	372.9%	65.5	32.5	33.0	101.5%	33.0	101.5%
Professional	320.4	357.2	(36.8)	(10.3)%	(36.9)	(10.3)%	44.5	73.4	(28.9)	(39.4)%	(29.4)	(40.1)%
Other	14.6	18.6	(4.0)	(21.5)%	(2.6)	(14.0)%	(2.5)	(0.9)	(1.6)	(177.8)%	(1.9)	(211.1)%
Total	\$1,907.1	\$1,533.3	\$373.8	24.4%	\$377.7	24.6%	\$242.0	\$325.4	\$(83.4)	(25.6)%	\$(83.6)	(25.7)%

(a) XFX excludes the impact of foreign currency fluctuations.

(b) 2016 Net Sales and Segment Profit represent results for the partial period of September 7, 2016 through September 30, 2016.

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Consumer Segment

Third quarter results:

Consumer segment net sales in the third quarter of 2017 were \$306.7 million, a \$36.1 million or 10.5% decrease, compared to \$342.8 million in the third quarter of 2016. Excluding the \$1.4 million favorable FX impact, total Consumer net sales in the third quarter of 2017 decreased by \$37.5 million, or 10.9%, compared to the third quarter of 2016. This decrease was primarily driven by continuing consumption declines in core beauty categories in the mass retail channel in North America, inventory de-stocking by certain retail customers and higher sales returns and incentives, which had a negative impact on net sales of Revlon color cosmetics, Almay color cosmetics and SinfulColors color cosmetics, partially offset by strong sales growth internationally for Revlon color cosmetics. Consumer segment profit in the third quarter of 2017 was \$33.0 million, a \$48.0 million, or 59.3%, decrease, as compared to \$81.0 million in the third quarter of 2016. This decrease was primarily driven by lower gross profit as a result of the net sales declines in North America, higher sales returns and incentives, as well as higher brand support.

Year-to-date results:

Consumer segment net sales in the first nine months of 2017 were \$932.8 million, a \$89.5 million or 8.8% decrease, compared to \$1,022.3 million in the first nine months of 2016. Excluding the \$2.6 million unfavorable FX impact, total Consumer net sales in the first nine months of 2017 decreased by \$86.9 million, or 8.5%, compared to the first nine months of 2016. This decrease was primarily driven by continuing consumption declines in core beauty categories in the mass retail channel in North America, which had a negative impact on net sales of Revlon color cosmetics, Almay color cosmetics and SinfulColors color cosmetics, as well as higher sales returns and incentives. These net sales decreases were partially offset by continued net sales growth internationally for Revlon color cosmetics.

Consumer segment profit in the first nine months of 2017 was \$134.5 million, a \$85.9 million, or 39.0%, decrease, as compared to \$220.4 million in the first nine months of 2016. Excluding the \$0.6 million unfavorable FX impact, Consumer segment profit in the first nine months of 2017 decreased by \$85.3 million, or 38.7%, compared to the first nine months of 2016. This decrease was primarily driven by lower gross profit as a result of the net sales declines in North America and higher sales returns and incentives, partially offset by lower brand support expenses.

Elizabeth Arden Segment

Third quarter and Year-to-date results:

The Elizabeth Arden segment is comprised of the operations that the Company acquired in the Elizabeth Arden Acquisition, which closed on September 7, 2016. As such, the results for the three and nine months ended September 30, 2016 reflect only amounts for the partial period of September 7, 2016 through September 30, 2016. Therefore, an analysis of net sales and segment profit for the Elizabeth Arden segment for the three and nine months ended September 30, 2017 is not included in this Form 10-Q, as the Company does not have full comparable prior period net sales or segment profit for the Elizabeth Arden segment.

Professional Segment

Third quarter results:

Professional segment net sales in the third quarter of 2017 were \$107.0 million, a \$11.8 million or 9.9% decrease, as compared to \$118.8 million in the third quarter of 2016. Excluding the \$2.8 million favorable FX impact, total Professional segment net sales in the third quarter of 2017 decreased by \$14.6 million, or 12.3%, as compared to the

third quarter of 2016. This decrease was driven primarily by continued net sales declines of CND nail products, as well as American Crew men's grooming products, as the Company continues its efforts to manage trade inventory for the American Crew brand.

Professional segment profit in the third quarter of 2017 was \$18.9 million, a \$4.8 million or 20.3% decrease, as compared to \$23.7 million in the third quarter of 2016. This decrease was primarily driven by lower gross profit as a result of declines in net sales, partially offset by lower brand support expenses.

Year-to-date results:

Professional segment net sales in the first nine months of 2017 were \$320.4 million, a \$36.8 million or 10.3% decrease, as compared to \$357.2 million in the first nine months of 2016. Excluding the \$0.1 million favorable FX impact, total Professional segment net sales in the first nine months of 2017 decreased by \$36.9 million, or 10.3%, as compared to the first nine months of

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2016. This decrease was driven primarily by lower net sales of CND nail products and American Crew men's grooming products, partially offset by higher net sales of Revlon Professional hair products.

Professional segment profit in the first nine months of 2017 was \$44.5 million, a \$28.9 million or 39.4% decrease, as compared to \$73.4 million in the first nine months of 2016, primarily driven by the lower net sales, partially offset by lower brand support expenses.

Geographic Results:

The following tables provide a comparative summary of the Company's net sales by region for the three months ended September 30, 2017 and 2016:

	Three Months Ended		Change		XFX Change ^(a)	
	September 30, 2017	September 30, 2016	\$	%	\$	%
Consumer						
North America	\$ 157.5	\$ 210.8	\$(53.3)	(25.3)%	\$(53.8)	(25.5)%
International	149.2	132.0	17.2	13.0%	16.3	12.3%
Elizabeth Arden^(c)						
North America	\$ 143.6	\$ 87.6	\$ 56.0	63.9%	\$ 56.0	63.9%
International	104.5	47.6	56.9	119.5%	56.9	119.5%
Professional						
North America	\$ 42.1	\$ 56.1	\$(14.0)	(25.0)%	\$(14.2)	(25.3)%
International	64.9	62.7	2.2	3.5%	(0.4)	(0.6)%
Other						
North America	\$—	\$—	\$—	N.M. ^(b)	\$—	N.M.
International	4.7	8.0	(3.3)	(41.3)%	(3.3)	(41.3)%
Total Net Sales	\$ 666.5	\$ 604.8	\$ 61.7	10.2%	\$ 57.5	9.5%

(a) XFX excludes the impact of foreign currency fluctuations.

(b) N.M. - Not meaningful

(c) 2016 Net Sales and Segment Profit represent results for the partial period of September 7, 2016 through September 30, 2016.

The following tables provide a comparative summary of the Company's net sales by region for the nine months ended September 30, 2017 and 2016:

	Nine Months Ended		Change		XFX Change ^(a)	
	September 30, 2017	September 30, 2016	\$	%	\$	%
Consumer						
North America	\$ 534.8	\$ 656.7	\$(121.9)	(18.6)%	\$(122.2)	(18.6)%
International	398.0	365.6	32.4	8.9%	35.3	9.7%
Elizabeth Arden^(c)						
North America	\$ 339.4	\$ 87.6	\$ 251.8	287.4%	\$ 251.8	287.4%
International	299.9	47.6	252.3	530.0%	252.3	530.0%
Professional						

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North America	\$129.4	\$167.0	\$(37.6)	(22.5)%	\$(37.6)	(22.5)%
International	191.0	190.2	0.8	0.4 %	0.7	0.4 %
Other						
North America	\$—	\$—	\$—	N.M. (b)	\$—	N.M.
International	14.6	18.6	(4.0)	(21.5)%	(2.6)	(14.0)%
Total Net Sales	\$1,907.1	\$1,533.3	\$373.8	24.4 %	\$377.7	24.6 %

(a) XFX excludes the impact of foreign currency fluctuations.

(b) N.M. - Not meaningful

(c) 2016 Net Sales and Segment Profit represent results for the partial period of September 7, 2016 through September 30, 2016.

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Consumer Segment

Third quarter results:

North America

In North America, Consumer segment net sales in the third quarter of 2017 decreased by \$53.3 million, or 25.3%, to \$157.5 million, as compared to \$210.8 million in the third quarter of 2016. Excluding the \$0.5 million favorable FX impact, Consumer segment net sales in North America in the third quarter of 2017 decreased by \$53.8 million, or 25.5%, as compared to the third quarter of 2016. This decrease was primarily due to declines in the U.S. mass retail channel driven by continuing declines in consumption across several beauty categories, as well as higher sales returns and incentives, all of which resulted in declines in net sales of Revlon color cosmetics and Almay color cosmetics.

International

Internationally, Consumer segment net sales in the third quarter of 2017 increased by \$17.2 million, or 13.0%, to \$149.2 million, as compared to \$132.0 million in the third quarter of 2016. Excluding the \$0.9 million favorable FX impact, Consumer segment International net sales in the third quarter of 2017 increased by \$16.3 million, or 12.3%, as compared to the third quarter of 2016. This increase was driven primarily by higher net sales of Revlon color cosmetics and Mitchum anti-perspirant deodorant products. From a geographic perspective, the increase in International net sales was mainly driven by increased net sales in certain distributor territories, as well as Japan, Hong Kong and Australia.

Year-to-date results:

North America

In North America, Consumer segment net sales in the first nine months of 2017 decreased by \$121.9 million, or 18.6%, to \$534.8 million, as compared to \$656.7 million in the first nine months of 2016. Excluding the \$0.3 million favorable FX impact, Consumer segment net sales in North America in the first nine months of 2017 decreased by \$122.2 million, or 18.6%, as compared to the first nine months of 2016. This decrease was primarily due to declines in the U.S. mass retail channel driven by declines in consumption across several beauty categories. The net sales of Revlon color cosmetics, Almay color cosmetics and SinfulColors color cosmetics all declined in the first nine months of 2017 compared to the first nine months of 2016.

International

Internationally, Consumer segment net sales in the first nine months of 2017 increased by \$32.4 million, or 8.9%, to \$398.0 million, as compared to \$365.6 million in the first nine months of 2016. Excluding the \$2.9 million unfavorable FX impact, Consumer segment International net sales in the first nine months of 2017 increased by \$35.3 million, or 9.7%, as compared to the first nine months of 2016. This increase was driven by higher net sales of Revlon color cosmetics, Mitchum anti-perspirant deodorant products and Cutex nail care products. From a geographic perspective, the increase in International net sales was mainly driven by increased net sales in certain distributor territories, as well as Japan, Hong Kong and Australia.

Elizabeth Arden Segment

Third quarter and Year-to-date results:

The Elizabeth Arden segment is comprised of the operations that the Company acquired in the Elizabeth Arden Acquisition, which closed on September 7, 2016. As such, the results for the three and nine months ended September 30, 2016 reflect only amounts for the partial period of September 7, 2016 through September 30, 2016. Therefore, an analysis of net sales and segment profit for the Elizabeth Arden segment for the three and nine months ended September 30, 2017 is not included in this Form 10-Q, as the Company does not have full comparable prior period net

sales or segment profit for the Elizabeth Arden segment.

Professional Segment

Third quarter results:

North America

In North America, Professional segment net sales in the third quarter of 2017 decreased by \$14.0 million, or 25.0%, to \$42.1 million, as compared to \$56.1 million in the third quarter of 2016. Excluding the \$0.2 million favorable FX impact, Professional segment net sales in North America in the third quarter of 2017 decreased by \$14.2 million, or 25.3%, as compared to the third quarter of 2016. This decrease was primarily driven by declines in net sales of CND nail products, as well as American Crew men's grooming products, as the Company continues its efforts to manage trade inventory for the American Crew brand.

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International

Internationally, Professional segment net sales in the third quarter of 2017 increased by \$2.2 million, or 3.5%, to \$64.9 million, as compared to \$62.7 million in the third quarter of 2016. Excluding the \$2.6 million favorable FX impact, Professional segment International net sales were essentially flat.

Year-to-date results:

North America

In North America, Professional segment net sales in the first nine months of 2017 decreased by \$37.6 million, or 22.5%, to \$129.4 million, as compared to \$167.0 million in the first nine months of 2016. This decrease was primarily driven by declines in net sales of CND nail products and American Crew men's grooming products.

International

Internationally, Professional segment net sales in the first nine months of 2017 increased by \$0.8 million, or 0.4%, to \$191.0 million, as compared to \$190.2 million in the first nine months of 2016. Excluding the \$0.1 million favorable FX impact, Professional segment International net sales increased by \$0.7 million, or 0.4%, in the first nine months of 2017, as compared to the first nine months of 2016, as increases in net sales of Revlon Professional hair products and American Crew men's grooming products, were mostly offset by lower net sales of CND nail products. From a geographic perspective, the increase in International net sales was mainly driven by increased net sales in Russia, Italy and France.

Gross profit:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2017	2016	Change	2017	2016	Change
Gross profit	\$376.2	\$361.4	\$14.8	\$1,083.5	\$964.5	\$119.0
Percentage of net sales	56.4 %	59.8 %	(3.4)%	56.8 %	62.9 %	(6.1)%

Gross profit increased by \$14.8 million in the third quarter of 2017, as compared to the third quarter of 2016. Gross profit decreased as a percentage of net sales in the third quarter of 2017 by 3.4 percentage points, as compared to the third quarter of 2016. The drivers of the decrease in gross profit as a percentage of net sales in the third quarter of 2017, as compared to the third quarter of 2016, primarily included:

- the inclusion of gross profit from the Elizabeth Arden Acquisition, which decreased gross profit by 3.0 percentage points;
- unfavorable product mix, which decreased gross profit by 0.2 percentage points; and
- higher sales returns reserves, which decreased gross profit by 0.1 percentage points.

Unfavorable volume decreased gross profit by \$26 million, with no impact on gross profit as a percentage of net sales.

Gross profit increased by \$119.0 million in the first nine months of 2017, as compared to the first nine months of 2016. Gross profit decreased as a percentage of net sales in the first nine months of 2017 by 6.1 percentage points, as compared to the first nine months of 2016. The drivers of the decrease in gross profit as a percentage of net sales in the first nine months of 2017, as compared to the first nine months of 2016, primarily included:

the inclusion of gross profit from the Elizabeth Arden Acquisition, which decreased gross profit by 3.8 percentage points;
higher sales allowances, which decreased gross profit by 1.3 percentage points;
unfavorable product mix, which decreased gross profit by 0.6 percentage points;
additional inventory costs as a result of the recognition of an increase in the fair value of inventory acquired in the Elizabeth Arden Acquisition, which reduced gross profit by 0.2 percentage points; and
the unfavorable impact of less overhead absorption during the third quarter of 2017, which decreased gross profit by 0.1 percentage points.

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Unfavorable volume decreased gross profit by \$64 million, with no impact on gross profit as a percentage of net sales.

SG&A expenses:

	Three Months Ended September 30, 2017			Nine Months Ended September 30, 2016		
	2017	2016	Change	2017	2016	Change
SG&A expenses	\$362.6	\$285.7	\$76.9	\$1,075.3	\$792.8	\$282.5

SG&A expenses increased by \$76.9 million in the third quarter of 2017, as compared to the third quarter of 2016, primarily driven by:

- the inclusion of SG&A expenses in the Elizabeth Arden segment as a result of the Elizabeth Arden Acquisition, which contributed \$84.6 million to the increase in SG&A expenses;

with the foregoing partially offset by:

- lower general and administrative expenses of \$12.5 million, primarily due to lower incentive compensation expense.

SG&A expenses increased by \$282.5 million in the first nine months of 2017, as compared to the first nine months of 2016, primarily driven by:

- the inclusion of SG&A expenses in the Elizabeth Arden segment as a result of the Elizabeth Arden Acquisition, which contributed \$308.5 million to the increase in SG&A expenses;

with the foregoing partially offset by:

- a \$18.4 million decrease in brand support expenses, primarily within the Consumer segment, due to the decline in net sales; and

- lower general and administrative expenses of \$8.1 million, primarily due to lower incentive compensation expense.

Acquisition and Integration Costs:

	Three Months Ended September 30, 2017			Nine Months Ended September 30, 2016		
	2017	2016	Change	2017	2016	Change
Acquisition Costs	\$0.8	\$13.4	\$(12.6)	\$2.8	\$19.4	\$(16.6)
Integration Costs	11.9	20.1	(8.2)	37.4	20.1	17.3
Total acquisition and integration costs	\$12.7	\$33.5	\$(20.8)	\$40.2	\$39.5	\$0.7

The Company incurred \$12.7 million of acquisition and integration costs in the third quarter of 2017, consisting primarily of \$0.8 million of acquisition costs and \$11.8 million of integration costs related to the integration of Elizabeth Arden. The acquisition costs primarily included legal fees directly attributable to the Elizabeth Arden Acquisition. The integration costs consisted of non-restructuring costs related primarily to the Company's integration of Elizabeth Arden's operations into the Company's business, including professional fees, lease termination costs and employee related costs.

The Company incurred \$33.5 million of acquisition and integration costs in the third quarter of 2016, primarily related to the Elizabeth Arden Acquisition.

The Company incurred \$40.2 million of acquisition and integration costs in the first nine months of 2017, consisting primarily of \$0.8 million of acquisition costs and \$37.3 million of integration costs related to the integration of

Elizabeth Arden. The acquisition costs primarily included legal fees directly attributable to the Elizabeth Arden Acquisition. The integration costs consisted of non-restructuring costs related primarily to the Company's integration of Elizabeth Arden's operations into the Company's business, including professional fees, lease termination costs and employee related costs.

The Company incurred \$39.5 million of acquisition and integration costs in the first nine months of 2016, primarily related to the Elizabeth Arden Acquisition.

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Restructuring charges and other, net:

	Three Months Ended September 30, 2017			Nine Months Ended September 30, 2016		
	2017	2016	Change	2017	2016	Change
Restructuring charges and other, net	\$ 6.4	\$ 0.5	\$ 5.9	\$ 11.3	\$ 2.3	\$ 9.0

EA Integration Restructuring Program

During the third quarter of 2017, the Company recorded charges totaling \$9.9 million related to restructuring and related actions under the EA Integration Restructuring Program. Of this \$9.9 million: (a) charges of \$9.3 million were recorded in restructuring charges and included lease termination costs of approximately \$3.9 million; (b) charges of 0.3 million were recorded in SG&A expenses; and (c) charges of \$0.3 million were recorded in cost of sales.

During the first nine months of 2017, the Company recorded charges totaling \$15.6 million related to restructuring and related actions under the EA Integration Restructuring Program. Of this \$15.6 million: (a) charges of \$14.1 million were recorded in restructuring charges and included lease termination costs of approximately \$3.9 million; (b) charges of \$1.0 million were recorded in SG&A expenses; and (c) charges of \$0.5 million were recorded in cost of sales.

The Company expects approximately \$55 million to \$60 million of synergies and cost reductions to benefit 2017 from the EA Integration Restructuring Program and annualized synergies and cost reductions of approximately \$190 million to be achieved over a multi-year period. During the three and nine months ended September 30, 2017, the Company realized approximately \$18.0 million and \$42.0 million, respectively, of these synergies and cost-reductions, which primarily benefited the Elizabeth Arden segment results and reduced the Company's corporate-level SG&A expenses.

2015 Efficiency Program

During the third quarter of 2017, the Company performed a review of the 2015 Efficiency Program and determined that employees in certain positions that were initially identified to be eliminated would continue to be employed by the Company in varying positions in connection with integrating the Elizabeth Arden and Revlon organizations. As a result, the Company reversed approximately \$3.2 million in previously accrued restructuring charges recognized in connection with the 2015 Efficiency Program.

During the three and nine months ended September 30, 2016, the Company recognized \$0.5 million and \$2.3 million, respectively, of restructuring charges and other, net, in connection with the 2015 Efficiency Program.

See Note 3, "Restructuring Charges," to the Unaudited Consolidated Financial Statements in this Form 10-Q for further discussion.

Interest expense:

Three	Nine Months
Months	Ended
Ended	September
September	30,
30,	

2017	2016	Change	2017	2016	Change
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Interest expense	\$38.6	\$27.4	\$ 11.2	\$110.3	\$69.3	\$ 41.0
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The \$11.2 million increase in interest expense in the third quarter of 2017, as compared to the third quarter of 2016, and the \$41.0 million increase in interest expense in the first nine months of 2017, as compared to the first nine months of 2016, were primarily due to higher average debt outstanding and higher weighted average borrowing rates as a result of the debt transactions completed in connection with the Elizabeth Arden Acquisition and the complete refinancing and repayment of Products Corporation's then-existing 2011 term loan (the "2011 Term Loan") and 2013 term loan (the "Old Acquisition Term Loan" and together with the 2011 Term Loan, the "Old Term Loan Facility") that was incurred in connection with completing the October 2013 acquisition of The Colomer Group Participations, S.L. (the "Colomer Acquisition"), as well as \$178.5 million of higher borrowings under the 2016 Revolving Credit Facility.

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(all tabular amounts in millions, except share and per share amounts)

Foreign currency (gains) losses, net:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2017	2016	Change	2017	2016	Change
Foreign currency (gains) losses, net	\$(3.1)	\$1.2	\$(4.3)	\$(16.8)	\$6.3	\$(23.1)

The \$4.3 million increase in foreign currency gains, net, during the third quarter of 2017, as compared to the third quarter of 2016, was primarily driven by the net favorable impact of the revaluation of certain U.S. Dollar intercompany payables and foreign currency denominated receivables, partly offset by unrealized losses on derivative financial instruments.

The \$23.1 million increase in foreign currency gains, net, during the first nine months of 2017, as compared to the first nine months of 2016, was primarily driven by the net favorable impact of the revaluation of certain U.S. Dollar intercompany payables and foreign currency receivables, partly offset by unrealized losses on derivative financial instruments.

Provision for income taxes:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2017	2016	Change	2017	2016	Change
(Benefit from) provision for income taxes	\$(10.8)	\$(0.4)	\$(10.4)	\$(37.8)	\$16.0	\$(53.8)

The Company's benefit from income taxes increased by \$10.4 million in the third quarter of 2017, as compared to the third quarter of 2016, primarily due to the pre-tax loss from continuing operations in the third quarter of 2017.

The Company's provision for income taxes decreased by \$53.8 million in the first nine months of 2017, as compared to the first nine months of 2016, primarily due to the pre-tax loss from continuing operations in the first nine months of 2017.

The Company's effective tax rate for the three months ended September 30, 2017 was lower than the 35% federal statutory rate as a result of the level and mix of earnings between jurisdictions, foreign dividends and earnings taxable in the U.S., partially offset by the effect of certain favorable discrete items.

The Company's effective tax rate for the nine months ended September 30, 2017 was lower than the 35% federal statutory rate as a result of the level and mix of earnings between jurisdictions, foreign dividends and earnings taxable in the U.S. and state and local taxes, partially offset by the effect of certain favorable discrete items.

The Company expects that its tax provision and effective tax rate in any individual quarter and year-to-date period will vary and may not be indicative of the Company's tax provision and effective tax rate for the full year.

Financial Condition, Liquidity and Capital Resources

At September 30, 2017, the Company had a liquidity position of \$204.6 million, consisting of \$79.0 million of unrestricted cash and cash equivalents, as well as \$125.6 million in available borrowings under Products Corporation's \$400.0 million 2016 Revolving Credit Facility, based upon the borrowing base of \$400.0 million, less \$10.0 million of outstanding undrawn letters of credit, \$20.5 million of outstanding checks and \$243.9 million of borrowings outstanding under the 2016 Revolving Credit Facility at such date.

The Company's foreign operations held \$75.4 million out of the total \$79.2 million in cash and cash equivalents (net of any outstanding checks) as of September 30, 2017. The cash held by the Company's foreign operations is primarily used to fund such operations. The Company regularly assesses its cash needs and the available sources of cash to fund these needs. As part of this assessment, the Company determines the amount of foreign earnings, if any, that it intends to repatriate to help fund its domestic cash needs, including for the Company's debt service obligations, and pays applicable U.S. income and foreign withholding taxes, if any, on such earnings to the extent repatriated, and otherwise records a tax liability for the estimated cost of repatriation in a future period. During 2017, the Company repatriated funds to the U.S. through the settlement of historical loans and payables due from certain foreign subsidiaries. The Company believes that the cash generated by its domestic operations, availability under the 2016 Revolving Credit Facility and other permitted lines of credit, as well as the option to further settle intercompany loans and payables with certain foreign subsidiaries, should be sufficient to meet its domestic liquidity needs for at least the next 12 months. Therefore, the Company currently anticipates that restrictions and/or taxes on repatriation of foreign earnings will not have a material effect on the Company's liquidity during such period.

Changes in Cash Flows

At September 30, 2017, the Company had cash and cash equivalents of \$79.2 million, compared with \$186.8 million at December 31, 2016. The following table summarizes the Company's cash flows from operating, investing and financing activities for the nine months ended September 30, 2017 and 2016:

	Nine Months Ended September 30,	
	2017	2016
Net cash used in operating activities	\$(274.2)	\$(68.2)
Net cash used in investing activities	(69.5)	(1,061.3)
Net cash provided by financing activities	226.7	898.2
Effect of exchange rate changes on cash and cash equivalents	9.4	3.6

Operating Activities

Net cash used in operating activities was \$274.2 million and \$68.2 million for the first nine months of 2017 and 2016, respectively. The increase in cash used in the first nine months of 2017, compared to the first nine months of 2016, was primarily driven by higher inventory balances; higher interest payments as a result of increased debt incurred in the third quarter of 2016 in connection with financing and consummating the Elizabeth Arden Acquisition, as well as higher borrowings under the 2016 Revolving Credit Facility; higher payments for restructuring, acquisition and integration costs in connection with the EA Integration Restructuring Program during the first nine months of 2017; and higher purchases of permanent displays and capital expenditures, partially offset by favorable changes in working capital.

Investing Activities

Net cash used in investing activities was \$69.5 million and \$1,061.3 million for the first nine months of 2017 and 2016, respectively, which included \$69.5 million and \$33.1 million of cash used for capital expenditures, respectively. Capital expenditures in the first nine months of 2017 included approximately \$22 million for Elizabeth Arden integration-related investments.

Financing Activities

Net cash provided by financing activities was \$226.7 million and \$898.2 million for the first nine months of 2017 and 2016, respectively.

Net cash provided by financing activities for the first nine months of 2017 primarily included:
\$243.9 million of borrowings under the 2016 Revolving Credit Facility;
with the foregoing partially offset by:
\$13.5 million of repayments under the 2016 Term Loan Facility.

Net cash used in financing activities for the first nine months of 2016 primarily included:
• cash proceeds received in connection with originating the 2016 Term Loan Facility, in the aggregate principal amount of \$1,800.0 million, or \$1,791.0 million, net of discounts;
• cash proceeds received in connection with issuance of the 6.25% Senior Notes, in the aggregate principal amount of \$450.0 million; and
• borrowings under the 2016 Revolving Credit Facility of \$65.4 million;
with the foregoing partially offset by:
• \$658.6 million of cash used to repay all of the aggregate principal balance outstanding under Products Corporation's 2011 Term Loan;
• \$651.4 million of cash used to repay all of the aggregate principal balance outstanding under Products Corporation's Old Acquisition Term Loan;
• (i) \$45.0 million of fees incurred in connection with originating the 2016 Term Loan Facility; (ii) \$5.7 million of fees incurred in connection with originating the 2016 Revolving Credit Facility; and (iii) \$10.9 million of fees incurred in connection with issuing Products Corporation's 6.25% Senior Notes;
• a \$23.2 million required excess cash flow prepayment made under the Old Term Loan Facility, as discussed below;
• \$3.4 million of scheduled amortization payments on the Old Acquisition Term Loan;
• \$2.7 million utilized for the repurchase of shares from a former executive; and
• a \$2.6 million decrease in short-term borrowings and overdraft.

Long-Term Debt Instruments

For further detail regarding Products Corporation's long-term debt instruments, see Note 11, "Long-Term Debt," to the Consolidated Financial Statements in Revlon's Annual Report on Form 10-K for the year ended December 31, 2016, filed with the U.S. Securities and Exchange Commission (the "SEC") on March 3, 2017 (the "2016 Form 10-K"), as well as "Management's Discussion and Analysis of Financial Condition and Results of Operations - Financial Condition, Liquidity and Capital Resources" in Revlon's 2016 Form 10-K.

Covenants

Products Corporation was in compliance with all applicable covenants under the 2016 Credit Facilities as of September 30, 2017. At September 30, 2017, the aggregate principal amounts outstanding under the 2016 Term Loan Facility and the 2016 Revolving Credit Facility were \$1,782.0 million and \$243.9 million, respectively. Availability under the \$400.0 million 2016 Revolving Credit Facility as of September 30, 2017, based upon the calculated borrowing base of \$400.0 million, less \$10.0 million of outstanding undrawn letters of credit, \$20.5 million of outstanding checks and \$243.9 million then drawn on the 2016 Revolving Credit Facility, was \$125.6 million. Products Corporation was in compliance with all applicable covenants under its Senior Notes Indentures as of September 30, 2017.

Sources and Uses

The Company's principal sources of funds are expected to be operating revenues, cash on hand and funds available for borrowing under the 2016 Revolving Credit Facility and other permitted lines of credit. The 2016 Credit Agreements and the Senior Notes Indentures contain certain provisions that by their terms limit Products Corporation's and its subsidiaries' ability to, among other things, incur additional debt.

The Company's principal uses of funds are expected to be the payment of operating expenses, including expenses in connection with the continued execution of the Company's business strategy; payments in connection with the Company's synergy and integration programs related to the Elizabeth Arden Acquisition (including, without limitation, for the EA Integration Restructuring Program); purchases of permanent wall displays; capital expenditure requirements; debt service payments and costs; cash tax payments; pension and other post-retirement benefit plan

contributions; payments in connection with the Company's restructuring programs; business and/or brand acquisitions (including, without limitation, through licensing transactions), if any; severance not otherwise included in the Company's restructuring programs; debt and/or equity repurchases, if any; costs related to litigation; and payments in connection with discontinuing non-core business lines and/or exiting and/or entering certain territories and/or channels of trade. The Company's cash contributions to its pension and post-retirement benefit plans in the first nine months of 2017 were \$5.8 million. The Company expects cash contributions to its pension and post-retirement benefit plans to be approximately \$10 million in the aggregate for 2017. The Company's cash taxes paid, net of refunds, in the first nine months of 2017 were \$11.1 million. The Company expects to pay cash taxes of approximately \$10 million to \$15 million in the aggregate during 2017. The Company's purchases of permanent wall displays and capital expenditures in the first nine months of 2017 were \$37.3 million and \$69.5 million, respectively. The Company expects purchases of permanent wall displays to be approximately \$65 million to \$75 million during 2017 and expects capital expenditures to be approximately \$100 million to \$120 million in 2017. Capital expenditures for 2017 include approximately \$50 million of expected spend for the EA Integration Restructuring Program, \$22 million of which were incurred through September 30, 2017.

As a result of the EA Integration Restructuring Program, as well as other actions that the Company is continuing to evaluate related to integrating the Elizabeth Arden organization into the Company's business, such as through the elimination of duplicative functions, leveraging purchasing scale and optimizing the manufacturing and distribution networks of the combined company, the Company currently expects to realize over a multi-year period annualized synergies and cost reductions of approximately \$190 million, with approximately \$55 million to \$60 million of synergies and cost reductions from the EA Integration Restructuring Program expected to benefit 2017. In order to capture these annualized cost reductions, the Company anticipates that it will incur, over a multi-year period, approximately \$100 million to \$110 million of additional integration-related capital expenditures and approximately \$70 million to \$80 million of non-restructuring integration costs. Any of these actions, the intended purpose of which would be to create value through improving the Company's financial performance, could result in the Company making investments and/or recognizing charges related to executing against such opportunities. Any such activities may be funded with cash on hand, funds available under the 2016 Revolving Credit Facility and/or other permitted additional sources of capital, which actions could increase the Company's total debt.

The Company has undertaken, and continues to assess, refine and implement, a number of programs to efficiently manage its working capital, including, among other things, initiatives intended to optimize inventory levels over time; centralized procurement to secure discounts and efficiencies; prudent management of trade receivables and accounts payable; and controls on general and administrative spending. In the ordinary course of business, the Company's source or use of cash from operating activities may vary on a quarterly basis as a result of a number of factors, including the timing of working capital flows.

Continuing to execute the Company's business strategy could include taking advantage of additional opportunities to reposition, repackage or reformulate one or more brands or product lines, launching additional new products, acquiring businesses or brands (including, without limitation, through licensing transactions), divesting or discontinuing non-core business lines (which may include exiting certain territories), further refining the Company's approach to retail merchandising and/or taking further actions to optimize its manufacturing, sourcing and organizational size and structure, including optimizing the Colomer Acquisition, the Cutex Acquisitions and/or the Elizabeth Arden Acquisition. Any of these actions, the intended purpose of which would be to create value through improving the Company's financial performance, could result in the Company making investments and/or recognizing charges related to executing against such opportunities. Any such activities may be funded with cash on hand, funds available under the 2016 Revolving Credit Facility and/or other permitted additional sources of capital, which actions could increase the Company's total debt.

The Company may also, from time-to-time, seek to retire or purchase its outstanding debt obligations and/or equity in open market purchases, block trades, privately negotiated purchase transactions or otherwise and may seek to refinance some or all of its indebtedness based upon market conditions. Any such retirement or purchase of debt and/or equity may be funded with operating cash flows of the business or other sources and will depend upon prevailing market conditions, liquidity requirements, contractual restrictions and other factors, and the amounts involved may be material.

The Company expects that operating revenues, cash on hand and funds available for borrowing under the 2016 Revolving Credit Facility and other permitted lines of credit will be sufficient to enable the Company to pay its operating expenses for 2017, including expenses in connection with executing the Company's business strategy, payments in connection with the Company's synergy and integration programs related to the Elizabeth Arden Acquisition, purchases of permanent wall displays, capital expenditures, debt service payments and costs, cash tax payments, pension and other post-retirement plan contributions, payments in connection with the Company's restructuring programs, business and/or brand acquisitions (including, without limitation, through licensing transactions), if any, severance not otherwise included in the Company's restructuring programs, debt and/or equity repurchases, if any, costs related to litigation, discontinuing non-core business lines and/or entering and/or exiting certain territories and/or channels of trade.

There can be no assurance that available funds will be sufficient to meet the Company's cash requirements on a consolidated basis, as among other things, the Company's liquidity can be impacted by a number of factors, including its level of sales, costs and expenditures. If the Company's anticipated level of revenues is not achieved because of, among other things, decreased consumer spending in response to weak economic conditions or weakness in the consumption of beauty care products in one or more of the Company's segments; adverse changes in foreign currency exchange rates, foreign currency controls and/or government-mandated pricing controls; decreased sales of the Company's products as a result of increased competitive activities by the Company's competitors and/or decreased performance by third party suppliers; changes in consumer purchasing habits, including with respect to retailer preferences and/or sales channels, such as due to the continuing consumption declines in core beauty categories in the mass retail channel in North America, which continues to have a negative impact on net sales of Revlon color cosmetics, Almay color cosmetics, SinfulColors color cosmetics and Mitchum anti-perspirant deodorant products; inventory management and/or de-stocking by the Company's customers; space reconfigurations or reductions in display space by the Company's customers; changes in pricing, marketing, advertising and/or promotional strategies by the Company's customers; or less than anticipated results from the Company's existing or new products or from its advertising, promotional, pricing and/or marketing plans; or if the Company's expenses, including, without limitation, for synergy and integration programs related to the Elizabeth Arden Acquisition, capital expenditures, restructuring and severance costs, acquisition and integration costs, costs related to litigation, advertising, promotional and marketing activities or for sales returns related to any reduction of space by the Company's customers, product discontinuances or otherwise, exceed the anticipated level of expenses, the Company's current sources of funds may be insufficient to meet the Company's cash requirements.

Any such developments, if significant, could reduce the Company's revenues and operating income and could adversely affect Products Corporation's ability to comply with certain financial and/or other covenants under the 2016 Credit Agreements and/or the Senior Notes Indentures and in such event the Company could be required to take measures, including, among other things, reducing discretionary spending. (See Item 1A. "Risk Factors" in Revlon's 2016 Form 10-K for further discussion of certain risks associated with the Company's business and indebtedness.)

Derivative Financial Instruments

Foreign Currency Forward Exchange Contracts

Products Corporation enters into foreign currency forward exchange and option contracts from time-to-time to hedge certain net cash flows denominated in currencies other than the local currencies of the Company's foreign and domestic operations. The FX Contracts are entered into primarily for the purpose of hedging anticipated inventory purchases and certain intercompany payments denominated in currencies other than the local currencies of the Company's foreign and domestic operations and generally have maturities of less than one year. At September 30, 2017, the FX Contracts outstanding had a notional amount of \$162.5 million and a net liability fair value of \$2.4 million.

Interest Rate Swap Transaction

In November 2013, Products Corporation executed a forward-starting floating-to-fixed interest rate swap transaction (the "2013 Interest Rate Swap") that, at its inception, was based on a notional amount of \$400 million in respect of indebtedness under the Old Acquisition Term Loan. The 2013 Interest Rate Swap initially had a floor of 1% that in December 2016 was amended to 0.75%. In connection with entering into the 2016 Term Loan Facility, the 2013 Interest Swap was carried over to apply to a notional amount of \$400 million in respect of indebtedness under such

loan for the remaining balance of the term of such swap. The Company initially designated the 2013 Interest Rate Swap as a cash flow hedge of the variability of the forecasted three-month LIBOR interest rate payments related to the \$400 million notional amount under the Old Acquisition Term Loan over the three-year term of the 2013 Interest Rate Swap (and subsequently to the \$400 million notional amount under the 2016 Term Loan Facility for the remaining balance of the term of such swap). Under the terms of the 2013 Interest Rate Swap, commencing in May 2015, Products Corporation receives from the counterparty a floating interest rate based on the higher of three-month U.S. Dollar LIBOR or the floor percentage in effect, while paying a fixed interest rate payment to the counterparty equal to 2.0709% (which, with respect to the 2016 Term Loan Facility, effectively fixes the interest rate on such notional amount at 5.5709% over the remaining balance of the three-year term of the 2013 Interest Rate Swap). At September 30, 2017 and December 31, 2016, the fair value of the 2013 Interest Rate Swap was a liability of \$1.9 million and \$4.7 million, respectively.

As a result of completely refinancing the Old Acquisition Term Loan with a portion of the proceeds from Products Corporation's consummation of the 2016 Senior Credit Facilities and the 6.25% Senior Notes in connection with consummating the Elizabeth Arden Acquisition, the critical terms of the 2013 Interest Rate Swap no longer matched the terms of the underlying debt under the 2016 Term Loan Facility. At the refinancing date, or the September 7, 2016 Elizabeth Arden Acquisition Date (the "De-designation Date"), the 2013 Interest Rate Swap was determined to no longer be highly effective and the Company discontinued hedge accounting for the 2013 Interest Rate Swap. Following the de-designation of the 2013 Interest Rate Swap, changes in fair value are accounted for as a component of other non-operating expenses. Accumulated deferred losses of \$2.1 million, or \$1.2 million net of tax, at September 30, 2017 that were previously recorded as a component of accumulated other comprehensive loss will be amortized into earnings over the remaining term of the 2013 Interest Rate Swap through its maturity.

Credit Risk

Exposure to credit risk in the event of nonperformance by any of the counterparties is limited to the gross fair value of the derivative instruments in asset positions, which totaled \$0.5 million and \$2.3 million as of September 30, 2017 and December 31, 2016, respectively. The Company attempts to minimize exposure to credit risk by generally entering into derivative contracts with counterparties that have investment-grade credit ratings and are major financial institutions. The Company also periodically monitors any changes in the credit ratings of its counterparties. Given the current credit standing of the counterparties to the Company's derivative instruments, the Company believes the risk of loss arising from any non-performance by any of the counterparties under these derivative instruments is remote.

Disclosures about Contractual Obligations and Commercial Commitments

As of September 30, 2017, there were no material changes to the Company's total contractual cash obligations, as set forth in

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the contractual obligations and commercial commitments disclosure included in Revlon's 2016 Form 10-K. The Company has recently extended its domestic vendor payment terms to better reflect industry standards. The extension became effective during the fourth quarter of 2017.

Off-Balance Sheet Transactions

The Company does not maintain any off-balance sheet transactions, arrangements, obligations or other relationships with unconsolidated entities or others that are reasonably likely to have a material current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Discussion of Critical Accounting Policies

For a discussion of the Company's critical accounting policies, see Revlon's 2016 Form 10-K.

Effect of Recently Accounting Pronouncements

See discussion of recent accounting pronouncements in Note 1, "Description of Business and Basis of Presentation," to the Unaudited Consolidated Financial Statements in this Form 10-Q.

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Item 3. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Sensitivity

The Company has exposure to changing interest rates primarily under Products Corporation's 2016 Senior Credit Facilities. The Company manages interest rate risk through a combination of fixed and floating rate debt. The Company from time-to-time makes use of derivative financial instruments to adjust its fixed and floating rate ratio, such as with the 2013 Interest Rate Swap. The Company does not hold or issue financial instruments for trading purposes.

The qualitative and quantitative information presented in Item 7A of Revlon's 2016 Form 10-K ("Item 7A") describes significant aspects of the Company's financial instrument program that have material market risk as of December 31, 2016. The following tables present this information as required by Item 7A as of September 30, 2017.

Expected Maturity Date for the Year Ended December 31,
(dollars in millions, except for rate information)

	2017	2018	2019	2020	2021	Thereafter	Total	Fair Value September 30, 2017
Debt								
Short-term variable rate (third-party - various currencies)	\$10.0						\$10.0	\$ 10.0
Average interest rate ^(a)	3.9	%						
Short-term fixed rate (third party - EUR)	\$1.8						\$1.8	\$ 1.8
Average interest rate	11.8	%						
Long-term fixed rate (third party - USD)					\$500.0	\$450.0	\$950.0	\$ 780.6
Average interest rate					5.75	% 6.25	%	
Long-term fixed rate (third party - EUR)	\$—	\$0.1	\$0.1	\$0.1	\$0.1	\$0.1	\$0.5	\$ 0.5
Average interest rate	—	% —	% —	% —	% —	% —	%	
Long-term variable rate (third party - USD) ^(b)	\$248.4	\$18.0	\$18.0	\$18.0	\$18.0	\$1,705.5	\$2,025.9	\$ 1,834.3
Average interest rate ^{(a)(c)}	3.0	% 5.1	% 5.2	% 5.3	% 5.4	% 5.6	%	
Total debt	\$260.2	\$18.1	\$18.1	\$18.1	\$518.1	\$2,155.6	\$2,988.2	\$ 2,627.2

^(a) Weighted average variable rates are based upon implied forward rates from the U.S. Dollar LIBOR and Euribor yield curves at September 30, 2017.

^(b) Includes total quarterly amortization payments required within each year under the 2016 Term Loan Facility and the borrowings under the 2016 Revolving Credit Facility.

At September 30, 2017, the interest rate for the 2016 Term Loan Facility was the Eurodollar Rate (as defined in the 2016 Term Loan Agreement) plus 3.50% per annum (with the Eurodollar Rate not to be less than 0.75%). At September 30, 2017, the interest rate for the 2016 Revolving Credit Facility was 2.9% per annum, which is based on the Eurodollar Rate plus applicable margin as defined in the Company's 2016 Form 10-K.

If any of LIBOR, Euribor, the base rate, the U.S. federal funds rate or such equivalent local foreign currency rate increases, Products Corporation's debt service costs will increase to the extent that Products Corporation has elected such rates for its outstanding loans. Based on the amounts outstanding under the 2016 Senior Credit Facilities and other short-term borrowings (which, in the aggregate, are Products Corporation's only debt currently subject to floating interest rates) as of September 30, 2017, a 1% increase in both the LIBOR and Euribor rates would increase the

Company's annual interest expense by approximately \$16.6 million.

At September 30, 2017 and December 31, 2016, the fair value of the 2013 Interest Rate Swap was a liability of \$1.9 million and \$4.7 million, respectively. See "Financial Condition, Liquidity and Capital Resources - Derivative Financial Instruments" for additional detail on the 2013 Interest Rate Swap.

As a result of completely refinancing the Old Acquisition Term Loan in connection with the Elizabeth Arden Acquisition, the critical terms of the 2013 Interest Rate Swap no longer match the terms of the underlying debt under the 2016 Term Loan Facility. At the De-designation Date, the 2013 Interest Rate Swap was determined to no longer be highly effective and the Company discontinued hedge accounting for the 2013 Interest Rate Swap. Following the de-designation of the 2013 Interest Rate Swap,

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changes in fair value will be accounted for as a component of other non-operating expenses. Accumulated deferred losses of \$2.1 million, or \$1.2 million net of tax, at September 30, 2017 that were previously recorded as a component of accumulated other comprehensive loss will be amortized to earnings over the remaining term of the 2013 Interest Rate Swap through its maturity.

Exchange Rate Sensitivity

The Company manufactures and sells its products in a number of countries throughout the world and, as a result, is exposed to movements in foreign currency exchange rates. In addition, a portion of the Company's borrowings are denominated in foreign currencies, which are also subject to market risk associated with exchange rate movement. The Company, from time-to-time, hedges major foreign currency cash exposures through foreign exchange forward and option contracts. Products Corporation enters into these contracts with major financial institutions in an attempt to minimize counterparty risk. These contracts generally have a duration of less than 12 months and are primarily against the U.S. Dollar. In addition, Products Corporation enters into foreign currency swaps to hedge intercompany financing transactions. The Company does not hold or issue financial instruments for speculative or trading purposes.

Forward Contracts ("FC")	Average Contractual Rate \$/FC	U.S. Dollar Equivalent Notional Amount	Contract Value September 30, 2017	Asset (Liability) Fair Value September 30, 2017
Sell British Pound/Buy USD	1.2952	33.6	32.4	(1.2)
Sell Canadian Dollars/Buy USD	0.7803	31.3	30.4	(0.9)
Sell Australian Dollars/Buy USD	0.7736	30.9	30.6	(0.3)
Buy Mexican Peso/Sell USD	0.0534	12.8	12.9	0.1
Sell Euro/Buy USD	1.0780	2.1	1.9	(0.2)
Buy Euro/Sell USD	1.1779	14.1	14.2	0.1
Sell USD/Buy Swiss Franc	1.0378	10.5	10.5	—
Sell Japanese Yen/Buy USD	0.0091	7.7	7.9	0.2
Sell South African Rand/Buy USD	0.0746	1.2	1.2	—
Sell Danish Krone/Buy USD	0.1550	4.8	4.6	(0.2)
Buy Australian Dollars/Sell NZ dollars	1.0838	3.4	3.4	—
Buy Euro/Sell British Pound	0.8885	7.0	7.0	—
Sell New Zealand Dollars/Buy USD	0.7315	1.8	1.8	—
Sell USD/Buy British Pound	1.3395	1.3	1.3	—
Total forward contracts		\$ 162.5	\$ 160.1	\$ (2.4)

Item 4. Controls and Procedures

(a) Disclosure Controls and Procedures. The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's reports under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the fiscal period covered by this Quarterly Report on Form 10-Q. Based upon such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the

Company's disclosure controls and procedures were effective.

(b) Changes in Internal Control Over Financial Reporting. There have not been any changes in the Company's internal control over financial reporting during the quarter ended September 30, 2017 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

REVLON, INC. AND SUBSIDIARIES

(all tabular amounts in millions, except share and per share amounts)

Forward-Looking Statements

This Quarterly Report on Form 10-Q for the interim period ended September 30, 2017, as well as the Company's other public documents and statements, may contain forward-looking statements that involve risks and uncertainties, which are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on the beliefs, expectations, estimates, projections, assumptions, forecasts, plans, anticipations, targets, outlooks, initiatives, visions, objectives, strategies, opportunities, drivers, focus and intents of the Company's management. While the Company believes that its estimates and assumptions are reasonable, the Company cautions that it is very difficult to predict the impact of known and unknown factors, and, of course, it is impossible for the Company to anticipate all factors that could affect its results. The Company's actual results may differ materially from those discussed in such forward-looking statements. Such statements include, without limitation, the Company's expectations, plans and estimates (whether qualitative or quantitative) as to:

- the Company's future financial performance and/or sales growth, including, without limitation, the Company's
 - (i) anticipation of achieving growth through opportunities presented by the combined Company's expanded sales channels and geographies, a broadened product portfolio and cost synergy opportunities;
 - the effect on sales of decreased consumer spending in response to weak economic conditions or weakness in the consumption of beauty care products in one or more of the Company's segments; adverse changes in foreign currency exchange rates, foreign currency controls and/or government-mandated pricing controls; decreased sales of the Company's products as a result of increased competitive activities by the Company's competitors and/or decreased performance by third-party suppliers, changes in consumer purchasing habits, including with respect to retailer preferences and/or among sales channels, such as due to the continuing consumption declines in core beauty categories in the mass retail channel in North America; inventory management by the Company's customers; inventory de-stocking by certain retail customers; space reconfigurations or reductions in display space
 - (ii) by the Company's customers; changes in pricing, marketing, advertising and/or promotional strategies by the Company's customers; less than anticipated results from the Company's existing or new products or from its advertising, promotional, pricing and/or marketing plans; or if the Company's expenses, including, without limitation, for pension expense under its benefit plans, acquisition and acquisition-related integration costs, capital expenditures, costs related to the Company's synergy and integration programs in connection with the Elizabeth Arden Acquisition, restructuring and severance costs, costs related to litigation, advertising, promotional and marketing activities, or for sales returns related to any reduction of space by the Company's customers, product discontinuances or otherwise, exceed the anticipated level of expenses;
 - the Company's belief that the continued execution of its business strategy could include taking advantage of additional opportunities to reposition, repackage or reformulate one or more brands or product lines, launching additional new products, acquiring businesses or brands (including through licensing transactions, if any), divesting or discontinuing non-core business lines (which may include exiting certain territories), further refining its approach to retail merchandising and/or taking further actions to optimize its manufacturing, sourcing and organizational size and structure, including optimizing the Colomer Acquisition, the Cutex Acquisitions
 - (iii) (including the Company's belief that such acquisition enhances and complements the Company's existing brand portfolio of nail care products) and/or the Elizabeth Arden Acquisition, any of which, the intended purpose would be to create value through improving the Company's financial performance, could result in the Company making investments and/or recognizing charges related to executing against such opportunities, which activities may be funded with cash on hand, funds available under the 2016 Revolving Credit Facility and/or other permitted additional sources of capital, which actions could increase the Company's total debt;
 - (iv) the Company's belief that it is building a combined organization that is entrepreneurial, agile and boldly creative, with a passion for beauty, that it has strategic brand builders developing a diverse portfolio of iconic brands that delight consumers around the world wherever and however they shop for beauty and that it strives to be an ethical company that values inclusive leadership and is committed to sustainable and responsible growth and the Company's belief in its strategy that is based on three key pillars: (a) strengthening our portfolio of brands by:

continuing to develop the leadership and aspiration for our flagship brands; Revlon, Elizabeth Arden and Almay; continuing to develop our product offerings across beauty segments with a focus on large and/or fast growing categories; leveraging our creativity, insights and agility to accelerate innovation to develop trend-relevant and first-of-its kind beauty solutions; delighting our customers with high performing products, superior services and unique experiences that exceed their expectations; and continuing to communicate our brand's heritage, expertise and purpose to create authentic, meaningful and lasting connections with consumers of all ages; (b) strategically expanding consumer's access to our brands by: taking steps to ensure that consumers have real-time access to our brands wherever and however they shop for beauty; strengthening and diversifying our channels, especially direct to consumer; accelerating our development in high-growth channels, with a focus on specialty, e-commerce and m-commerce; continuing to win in traditional channels (including mass, drug, selective and department stores) and expanding our combined reach into travel retail; and strengthening our position in the U.S., to ensure our growth base, and expanding into untapped geographic regions, with a focus on growth in Asia; and (c) developing a cost structure that fuels investment in our brands by: growing profitably and improving our operating performance; aligning our strategic investments behind the biggest growth opportunities and innovation that differentiates our brands; continuing to improve our category mix by shifting toward higher gross margin categories (e.g., skin care and fragrance); reducing sales returns, markdowns and inventory levels; and continuing to optimize our resource allocation;

certain beliefs and expectations regarding actions that the Company is pursuing to enhance and accelerate its e-commerce and social media penetration, such as the following: (a) the Company's belief that the shift in consumer behavior (such that changes in consumer shopping patterns for beauty products in which consumers have continued to increasingly engage with beauty brands through e-commerce and other social media channels have resulted in slower retail traffic in brick-and-mortar stores in the mass retail channel in North America) which has resulted in continuing declines in the brick-and-mortar retail channel will persist over time; (b) the Company's expectation that, to address the pace and impact of this new commercial landscape, the Company's shifting of its brand marketing spend toward enhancing its e-commerce and social media capabilities will ensure that consumers have (v) real-time access to our brands wherever and however they shop for beauty and facilitate increased penetration of e-commerce and social media channels; (c) the Company's belief that its renewed focus on e-commerce and its evolving marketing and sales initiatives will support the foundation for driving a successful long-term omni-channel strategy and significantly increase its e-commerce penetration; (d) the Company's plan to (1) develop and implement effective content to enhance its online retail position; (2) improve its consumer engagement across social media platforms; and (3) transform its technology and data to support efficient management of its digital infrastructure; and (e) the Company's belief that while executing these strategic initiatives may increase the Company's expenses and debt, they are expected to have a long-term positive impact on the Company's overall revenues and profitability;

the effect of restructuring activities, restructuring costs and charges, the timing of restructuring payments and the benefits from such activities; including, without limitation, the Company's expectation (a) that the 2015 Efficiency Program will drive certain organizational efficiencies across the Company's Consumer and Professional segments and reduce general and administrative expenses within the Consumer and Professional segments; and that cash (vi) payments related to the 2015 Efficiency Program will total approximately \$7.6 million, including \$0.2 million for capital expenditures (which capital expenditures are excluded from total restructuring and related charges expected to be recognized for the 2015 Efficiency Program), of which \$6.1 million was paid through 2016, \$7.0 million was paid through September 30, 2017 and the remaining balance is expected to be paid by the end of 2017;

the Company's expectation that operating revenues, cash on hand and funds available for borrowing under Products Corporation's 2016 Revolving Credit Facility and other permitted lines of credit will be sufficient to enable the Company to cover its operating expenses for 2017, including the cash requirements referred to in item (vii)(ix) below, and the Company's beliefs that (a) the cash generated by its domestic operations and availability under the 2016 Revolving Credit Facility and other permitted lines of credit should be sufficient to meet its domestic liquidity needs for at least the next 12 months, and (b) restrictions and/or taxes on repatriation of foreign earnings will not have a material effect on the Company's liquidity during such period;

(viii)

- the Company's expected principal sources of funds, including operating revenues, cash on hand and funds available for borrowing under Products Corporation's 2016 Revolving Credit Facility and other permitted lines of credit, as well as the availability of funds from the Company taking certain measures, including, among other things, reducing discretionary spending;
- the Company's expected principal uses of funds, including amounts required for the payment of operating expenses, including expenses in connection with the continued execution of the Company's business strategy; payments in connection with the Company's synergy and integration programs related to the Elizabeth Arden Acquisition (including, without limitation, for the EA Integration Restructuring Program); payments in connection with the Company's purchases of permanent wall displays; capital expenditure requirements; debt service payments and costs; cash tax payments; pension and other post-retirement benefit plan contributions; payments in connection with the Company's restructuring programs; business and/or brand acquisitions (including, without limitation, through licensing transactions, if any); severance not otherwise included in the Company's restructuring programs; debt and/or equity repurchases, if any; costs related to litigation; and payments in connection with discontinuing non-core business lines and/or exiting and/or entering certain territories and/or channels of trade (including, without limitation, that the Company may also, from time to time, seek to retire or purchase its outstanding debt obligations and/or equity in open market purchases, block trades, privately negotiated purchase transactions or otherwise and may seek to refinance some or all of its indebtedness based upon market conditions and that any such retirement or purchase of debt and/or equity may be funded with operating cash flows of the business or other sources and will depend upon prevailing market conditions, liquidity requirements, contractual restrictions and other factors, and the amounts involved may be material); and its estimates of the amount and timing of such operating and other expenses;
- (ix) matters concerning the Company's market-risk sensitive instruments, including that any risk of loss under its derivative instruments arising from any non-performance by any of the counterparties is remote;
- (x) the Company's expectation to efficiently manage its working capital, including, among other things, initiatives intended to optimize inventory levels over time; centralized procurement to secure discounts and efficiencies;
- (xi) prudent management of trade receivables and accounts payable; and controls on general and administrative spending; and the Company's belief that in the ordinary course of business, its source or use of cash from operating activities may vary on a quarterly basis as a result of a number of factors, including the timing of working capital flows;
- (xii) the Company's expectations regarding its future net periodic benefit cost for its U.S. and international defined benefit plans;
- (xiii) the Company's expectation that its tax provision and effective tax rate in any individual quarter and year-to-date period will vary and may not be indicative of the Company's tax provision and effective tax rate for the full year; the Company's belief that the allegations contained in the Second Consolidated Amended Class Action Complaint are without merit and its plans to vigorously defend against them and its belief that the outcome of all pending legal proceedings in the aggregate is not reasonably likely to have a material adverse effect on the
- (xiv) Company's business, prospects, results of operations, financial condition and/or cash flows, but that in light of the uncertainties involved in legal proceedings generally, the ultimate outcome of a particular matter could be material to the Company's operating results for a particular period depending on, among other things, the size of the loss or the nature of the liability imposed and the level of the Company's income for that particular period;
- (xv) certain estimates used by management in estimating the fair value of the assets acquired in the Elizabeth Arden Acquisition; and
- (xvi) the Company's expected benefits and other impacts from the Elizabeth Arden Acquisition, including, without limitation: (a) as a result of the EA Integration Restructuring Program, as well as other actions related to integrating the Elizabeth Arden organization into the Company's business, achieving annualized synergies and cost reductions of approximately \$190 million over a multi-year period, with approximately \$55 million to \$60 million of synergies and cost reductions expected to benefit 2017 from the EA Integration Restructuring Program; (b) incurring, over a multi-year period, approximately \$100 million to \$110 million of integration-related capital expenditures and approximately \$70 million to \$80 million of non-restructuring integration costs related to these actions; and (c) in connection with implementing the EA Integration Restructuring Program: (1) consolidating offices, eliminating certain duplicative activities and streamlining

back-office support (which are designed to reduce the Company's SG&A expenses) and eliminating approximately 350 positions worldwide and (2) recognizing approximately \$65 million to \$75 million of the EA Integration Restructuring Charges (all of which are expected to be cash payments), consisting of: (i) approximately \$40 million to \$50 million of employee-related costs, including severance, retention and other contractual termination benefits; (ii) approximately \$15 million of lease termination costs; and (iii) approximately \$10 million of other related charges.

Statements that are not historical facts, including statements about the Company's beliefs and expectations, are forward-looking statements. Forward-looking statements can be identified by, among other things, the use of forward-looking language such as "estimates," "objectives," "visions," "projects," "forecasts," "focus," "drive towards," "plans," "targets," "strategies," "opportunities," "assumptions," "drivers," "believes," "intends," "outlooks," "initiatives," "expects," "scheduled to," "anticipates," "seeks," "may," "will" or "should" or the negative of those terms, or other variations of those terms or comparable language, or by discussions of strategies, targets, long-range plans, models or intentions. Forward-looking statements speak only as of the date they are made, and except for the Company's ongoing obligations under the U.S. federal securities laws, the Company undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. Investors are advised, however, to consult any additional disclosures the Company made or may make in its 2016 Form 10-K and in its Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, in each case filed with the SEC in 2017 and 2016 (which, among other places, can be found on the SEC's website at <http://www.sec.gov>, as well as on the Company's corporate website at www.revloninc.com). Except as expressly set forth in this Form 10-Q, the information available from time to time on such websites shall not be deemed incorporated by reference into this Form 10-Q. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. (See also Item 1A. "Risk Factors" in Revlon's 2016 Form 10-K for further discussion of risks associated with the Company's business). In addition to factors that may be described in the Company's filings with the SEC, including this filing, the following factors, among others, could cause the Company's actual results to differ materially from those expressed in any forward-looking statements made by the Company:

- unanticipated circumstances or results affecting the Company's financial performance and or sales growth, including decreased consumer spending in response to weak economic conditions or weakness in the consumption of beauty care products in one or more of the Company's segments; adverse changes in foreign currency exchange rates, foreign currency controls and/or government-mandated pricing controls; decreased sales of the Company's products as a result of increased competitive activities by the Company's competitors and/or decreased performance by third party suppliers; changes in consumer preferences, such as reduced consumer demand for the Company's color cosmetics and other current products, including new product launches; changes in consumer purchasing habits, including with respect to retailer preferences and/or among sales channels, such as due to the continuing consumption declines in core beauty categories in the mass retail channel in North America; lower than expected customer acceptance or consumer acceptance of, or less than anticipated results from, the Company's existing or new products; higher than expected restructuring or severance costs, acquisition costs and/or acquisition-related integration costs and capital expenditures, including, without limitation, synergy and integration program costs and expenses related to the Elizabeth Arden Acquisition; higher than expected pension expense and/or cash contributions under its benefit plans, costs related to litigation, advertising, promotional and/or marketing expenses or lower than expected results from the Company's advertising, promotional, pricing and/or marketing plans; higher than expected sales returns related to any reduction of space by the Company's customers, product discontinuances or otherwise or decreased sales of the Company's existing or new products; actions by the Company's customers, such as greater than expected inventory management and/or de-stocking, and greater than anticipated space reconfigurations or reductions in display space and/or product discontinuances or a greater than expected impact from pricing, marketing, advertising and/or promotional strategies by the Company's customers; and changes in the competitive environment and actions by the Company's competitors, including, among other things, business combinations, technological breakthroughs, implementation of new pricing strategies, new product offerings, increased advertising, promotional and marketing spending and advertising, promotional and/or marketing successes by competitors;
- (i)
- (ii)

- in addition to the items discussed in (i) above, the effects of and changes in economic conditions (such as continued volatility in the financial markets, inflation, monetary conditions and foreign currency fluctuations, foreign currency controls and/or government-mandated pricing controls, as well as in trade, monetary, fiscal and tax policies in international markets) and political conditions (such as military actions and terrorist activities); unanticipated costs or difficulties or delays in completing projects associated with the continued execution of the Company's business strategy or lower than expected revenues or the inability to create value through improving our financial performance as a result of such strategy, including lower than expected sales, or higher than expected costs, including as may arise from any additional repositioning, repackaging or reformulating of one or more brands or product lines, launching of new product lines, including higher than expected expenses, including for sales returns, for launching its new products, acquiring businesses or brands (including through licensing transactions, if any), divesting or discontinuing non-core business lines (which may include exiting certain territories), further refining its approach to retail merchandising and/or difficulties, delays or increased costs in connection with taking further actions to optimize the Company's manufacturing, sourcing, supply chain or
- (iii) organizational size and structure, including optimizing the Colomer Acquisition, the Cutex Acquisitions and/or the Elizabeth Arden Acquisition (including difficulties or delays in and/or the Company's inability to integrate the Elizabeth Arden business which could result in less than expected synergies and/or cost reductions, more than expected costs to achieve the expected synergies and/or cost reductions or delays in achieving the expected synergies and/or cost reductions and/or less than expected benefits from the EA Integration Restructuring Program, more than expected costs in implementing such program and/or difficulties or delays, in whole or in part, in executing the EA Integration Restructuring Program), as well as the unavailability of cash on hand and/or funds under the 2016 Revolving Credit Facility or from other permitted additional sources of capital to fund such potential activities;
- (A) difficulties, delays in or less than expected results from the Company's efforts to build a combined organization that is entrepreneurial, agile and boldly creative with a passion for beauty, having strategic brand builders developing a diverse portfolio of iconic brands that delight consumers around the world wherever and however they shop for beauty and striving to be an ethical company that values inclusive leadership and is committed to sustainable and responsible growth, such as due to, among other things, less than effective product development, less than expected acceptance of its new or existing products by consumers, salon professionals and/or other customers, less than expected acceptance of its advertising, promotional, pricing and/or marketing plans and/or brand communication by consumers, salon professionals and/or customers, less than expected investment in advertising, promotional and/or marketing activities or greater than expected competitive investment, less than expected levels of advertising, promotional and/or marketing activities for its new product
- (iv) launches and/or less than expected levels of execution with its customers or higher than expected costs and expenses; and/or (B) difficulties, delays in or less than expected results from the Company's efforts to strengthen its portfolio of brands, strategically expand consumer's access to the Company's brands and/or develop a cost structure that fuels investment in the Company's brands, such as due to less than expected investment behind such activities, less than effective new product development and/or advertising, marketing or promotional programs, less than expected success in expanding geographically, into new channels and/or expanding the Company's digital capabilities and/or less than expected results from the Company's efforts to reduce costs, including, without limitation, due to higher than expected sales returns such as those that may be related to actions by the Company's customers, such as inventory management or greater than anticipated space reconfigurations or reductions in display space;
- (v) difficulties, delays in or less than expected results from the Company's efforts to enhance and accelerate its e-commerce and social media penetration, such as: (a) greater than anticipated levels of consumers choosing to purchase their beauty products through e-commerce and other social media channels and/or greater than anticipated declines in the brick-and-mortar retail channel, or either of those conditions occurring at a rate faster than anticipated; (b) the Company's inability to address the pace and impact of this new commercial landscape, such as its inability to enhance its e-commerce and social media capabilities and/or increase its penetration of e-commerce and social media channels; (c) the Company's inability to drive a successful long-term omni-channel strategy and significantly increase its e-commerce penetration; (d) difficulties, delays and/or the Company's inability to (in whole or in part): (1) develop and implement effective content to enhance its online retail position; (2) improve its

- consumer engagement across social media platforms; and/or (3) transform its technology and data to support efficient management of its digital infrastructure; and/or (e) the Company incurring greater than anticipated levels of expenses and/or debt to facilitate the foregoing objectives, which could result in, among other things, less than anticipated revenues and/or profitability;
- (vi) difficulties, delays or unanticipated costs or charges or less than expected cost reductions and other benefits resulting from the Company's restructuring activities, such as greater than anticipated costs or charges or less than anticipated cost reductions or other benefits from the 2015 Efficiency Program and/or the EA Integration Restructuring Program and/or the risk that such programs may not satisfy the Company's objectives;
 - lower than expected operating revenues, cash on hand and/or funds available under the 2016 Revolving Credit Facility and/or other permitted lines of credit or higher than anticipated operating expenses, such as referred to in
 - (vii) clause (ix) below, and/or less than anticipated cash generated by the Company's domestic operations or unanticipated restrictions or taxes on repatriation of foreign earnings;
 - (viii) the unavailability of funds under Products Corporation's 2016 Revolving Credit Facility or other permitted lines of credit; or from difficulties, delays in or the Company's inability to take other measures, such as reducing discretionary spending;
 - higher than expected operating expenses, sales returns, working capital expenses, integration and/or synergy costs related to the Elizabeth Arden Acquisition, permanent wall display costs, capital expenditures, debt service payments, cash tax payments, cash pension plan contributions, other post-retirement benefit plan contributions and/or net periodic benefit costs for the pension and other post-retirement benefit plans, restructuring costs,
 - (viii) (including, without limitation, in connection with implementing the EA Integration Restructuring Program), severance and discontinued operations not otherwise included in the Company's restructuring programs, debt and/or equity repurchases, costs related to litigation and/or payments in connection with business and/or brand acquisitions (including, without limitation, through licensing transactions, if any), and discontinuing non-core business lines and/or exiting and/or entering certain territories and/or channels of trade;
 - (ix) interest rate or foreign exchange rate changes affecting the Company and its market-risk sensitive financial instruments and/or difficulties, delays or the inability of the counterparty to perform such transactions;
 - (x) difficulties, delays or the inability of the Company to efficiently manage its cash and working capital;
 - (xi) lower than expected returns on pension plan assets and/or lower discount rates, which could result in higher than expected cash contributions, higher net periodic benefit costs and/or less than expected net periodic benefit income;
 - (xii) unexpected significant variances in the Company's tax provision, effective tax rate and/or unrecognized tax benefits;
 - (xiii) unanticipated adverse effects on the Company's business, prospects, results of operations, financial condition and/or cash flows as a result of unexpected developments with respect to the Company's legal proceedings;
 - (xiv) changes in the fair values of the assets acquired in the Elizabeth Arden Acquisition due to, among other things, unanticipated future performance of the acquired licenses and/or other brands; and/or
 - (xv) difficulties with, delays in and/or the Company's inability to achieve, in whole or in part, or within the expected timeframe the expected benefits from the Elizabeth Arden Acquisition, such as (a) the Company's or the Elizabeth Arden's respective businesses experiencing disruptions due to management's focus on executing the business integration activities and/or due to employee uncertainty during the integration transition period or other factors making it more difficult to maintain relationships with customers, suppliers, employees and other business partners; (b) the Company being unable to successfully implement, in whole or in part, its integration strategies, including the possibility that the expected synergies and cost reductions from the Elizabeth Arden Acquisition will not be realized or will not be realized within the expected time period; (c) difficulties, delays or the inability of the Company to successfully complete the EA Integration Restructuring Program, in whole or in part, which could result in less than expected operating and financial benefits from such actions; (d) difficulties, delays or the inability of the Company to realize, in whole or in part, the anticipated benefits from the EA Integration Restructuring Program, such as difficulties with, delays in or the Company's inability to generate certain reductions in its SG&A and/or eliminate certain positions; (e) delays in completing the EA Integration Restructuring Program, which could reduce the benefits realized from such activities; (f) higher than anticipated restructuring charges and/or payments in connection with completing the EA Integration Restructuring Program

and/or changes in the expected timing of such charges and/or payments; and/or (g) difficulties with, delays in and/or the Company's inability to achieve, in whole or in part, or within the expected timeframe approximately \$190 million of multi-year annualized synergies and cost reductions and approximately \$55 million to \$60 million of synergies and cost reductions to benefit 2017, such as due to the Company being unable to successfully implement integration strategies and/or changes in the timing of realizing such synergies and cost reductions, such as due to less than anticipated liquidity to fund such activities and/or more than expected capital expenditures, non-restructuring integration costs or other costs to achieve the expected synergies and/or cost reductions.

Factors other than those listed above could also cause the Company's results to differ materially from expected results. This discussion is provided pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

REVLON, INC. AND SUBSIDIARIES

Website Availability of Reports, Corporate Governance Information and Other Financial Information

The Company maintains a comprehensive corporate governance program, including Corporate Governance Guidelines for Revlon's Board of Directors, Revlon's Board Guidelines for Assessing Director Independence and charters for Revlon's Audit Committee and Compensation Committee. Revlon maintains a corporate investor relations website, www.revloninc.com, where stockholders and other interested persons may review, without charge, among other things, Revlon's corporate governance materials and certain SEC filings (such as Revlon's annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements, annual reports, Section 16 reports reflecting certain changes in the stock ownership of Revlon's directors and Section 16 officers, and certain other documents filed with the SEC), each of which are generally available on the same business day as the filing date with the SEC on the SEC's website <http://www.sec.gov>. In addition, under the section of the website entitled, "Corporate Governance," Revlon posts printable copies of the latest versions of its Corporate Governance Guidelines, Board Guidelines for Assessing Director Independence, charters for Revlon's Audit Committee and Compensation Committee, as well as Revlon's Code of Conduct and Business Ethics, which includes Revlon's Code of Ethics for Senior Financial Officers, and the Audit Committee Pre-Approval Policy. From time to time, the Company may post on www.revloninc.com certain presentations that may include material information regarding its business, financial condition and/or results of operations. The business and financial materials and any other statement or disclosure on, or made available through, the websites referenced herein shall not be deemed incorporated by reference into this report.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

The Company is involved in various routine legal proceedings incidental to the ordinary course of its business. The Company believes that the outcome of all pending legal proceedings in the aggregate is not reasonably likely to have a material adverse effect on the Company's business, prospects, results of operations, financial condition and/or cash flows. However, in light of the uncertainties involved in legal proceedings generally, the ultimate outcome of a particular matter could be material to the Company's operating results for a particular period depending on, among other things, the size of the loss or the nature of the liability imposed and the level of the Company's income for that particular period.

As previously disclosed, following the announcement of the execution of the Elizabeth Arden Merger Agreement, several putative shareholder class action lawsuits and a derivative lawsuit were filed challenging the Merger. In addition to the complaints filed on behalf of plaintiffs Parker, Christiansen, Ross and Stein, on July 25, 2016, a lawsuit (Hutson v. Elizabeth Arden, Inc., et al., Case No. CACE-16-013566) (referred to as the "Hutson complaint") was filed in the Seventeenth Judicial Circuit in and for Broward County, Florida (the "Court") against Elizabeth Arden, the members of the board of directors of Elizabeth Arden, Revlon, Products Corporation and Acquisition Sub. In general, the Hutson complaint alleges that: (i) the members of Elizabeth Arden's board of directors breached their fiduciary duties to Elizabeth Arden's shareholders with respect to the Merger, by, among other things, approving the Merger pursuant to an unfair process and at an inadequate and unfair price; and (ii) Revlon, Products Corporation and Acquisition Sub aided and abetted the breaches of fiduciary duty by the members of Elizabeth Arden's board. The plaintiff seeks relief similar to that sought in the Parker case.

By Order dated August 4, 2016, all five cases were consolidated by the Court into a Consolidated Amended Class Action. Thereafter, on August 11, 2016 a Consolidated Amended Class Action Complaint was filed, seeking to enjoin defendants from consummating the Merger and/or from soliciting shareholder votes. To the extent that the Merger was consummated, the Consolidated Amended Class Action Complaint seeks to rescind the Merger or recover rescissory or other compensatory damages, along with costs and fees. The grounds for relief set forth in the Consolidated Amended Class Action Complaint in large part track those grounds as asserted in the five individual complaints, as previously disclosed. Class counsel advised that post consummation of the Merger they were going to file a Second Consolidated Amended Class Action Complaint. The Second Consolidated Amended Class Action Complaint (which superseded the Consolidated Amended Class Action Complaint) was ultimately filed on or about January 26, 2017. Like the Consolidated Amended Class Action complaint, the grounds for relief set forth in the Second Consolidated Amended Class Action Complaint in large part track those grounds as asserted in the five individual complaints.

The Company believes the allegations contained in the Second Consolidated Amended Class Action Complaint are without merit and intends to vigorously defend against them. Additional lawsuits arising out of or relating to the Merger Agreement or the Merger may be filed in the future. The defendants' motions to dismiss the Second Consolidated Amended Class Action Complaint were filed on March 28, 2017. Plaintiffs' response was filed on June 6, 2017 and defendants' replies were filed on July 13, 2017. A hearing on the defendants' motion to dismiss was held on September 19, 2017 and the parties await the Court's decision.

The Company believes that the outcome of all pending legal proceedings in the aggregate is not reasonably likely to have a material adverse effect on the Company's business, prospects, results of operations, financial condition and/or cash flows. However, in light of the uncertainties involved in legal proceedings generally, the ultimate outcome of a particular matter could be material to the Company's operating results for a particular period depending on, among other things, the size of the loss or the nature of the liability imposed and the level of the Company's income for that particular period.

Item 1A. Risk Factors

In addition to the other information in this report, investors should consider carefully the risk factors discussed in Part I, Item 1A. "Risk Factors" in Revlon's 2016 Form 10-K.

Item 5. Other Information

None.

Item 6. Exhibits

- *31.1 Certification of Fabian T. Garcia, Chief Executive Officer, dated November 3, 2017, pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act.
- *31.2 Certification of Christopher H. Peterson, Chief Operating Officer, Operations & Chief Financial Officer, dated November 3, 2017, pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act.
- 32.1 (furnished herewith) Certification of Fabian T. Garcia, Chief Executive Officer, dated November 3, 2017, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 (furnished herewith) Certification of Christopher H. Peterson, Chief Operating Officer, Operations & Chief Financial Officer, dated November 3, 2017, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- *101.INS XBRL Instance Document
- *101.SCH XBRL Taxonomy Extension Schema
- *101.CAL XBRL Taxonomy Extension Calculation Linkbase
- *101.DEF XBRL Taxonomy Extension Definition Linkbase
- *101.LAB XBRL Taxonomy Extension Label Linkbase
- *101.PRE XBRL Taxonomy Extension Presentation Linkbase

* Filed herewith.

SIGNATURES

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 thereunto duly authorized.

Dated: November 3, 2017

Revlon, Inc.
(Registrant)

By: /s/ Fabian T. Garcia
Fabian T. Garcia

By: /s/ Christopher H. Peterson
Christopher H. Peterson

President,
Chief Executive Officer and Director

Chief Operating Officer, Operations &
Chief Financial Officer