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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM F-3
REGISTRATION STATEMENT NO. 333-280502**

*UNDER
THE SECURITIES ACT OF 1933*

Waldencast plc

(Exact name of registrant as specified in its charter)

Jersey

(State or other jurisdiction of incorporation or organization)

Not Applicable

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

**81 Fulham Road, London, SW3 6RD, United Kingdom
+44 (0) 20 3196 0264**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Felipe Dutra
Executive Chairman
c/o Waldencast plc
81 Fulham Road, London, SW3 6RD, United Kingdom
+44 (0) 20 3196 0264**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

**Paul T. Schnell, Esq.
Gregg A. Noel, Esq.
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Michael J. Schwartz, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
One Manhattan West
New York, New York 10001
(212) 735-3000**

Approximate date of commencement of proposed sale to the public: **Not applicable.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

**EXPLANATORY NOTE
DEREGISTRATION OF UNSOLD SECURITIES**

Waldencast plc., a Jersey public limited company (the “Company”), is filing this Post-Effective Amendment No. 1 (the “Amendment”) to the Registration Statement on Form F-3 (No. 333-280502) (the “Registration Statement”), previously filed with the Securities and Exchange Commission (the “SEC”) to terminate all offerings and deregister:

- any and all securities, registered but unsold or otherwise unissued as of the date hereof under the Registration Statement, filed with the SEC on June 26, 2024 and declared effective on July 5, 2024, registering the resale from time to time by certain of the selling holders named in the prospectus (the “Prospectus”) that forms part of the Registration Statement and their pledgees, donees, transferees, assignees and successors (the “Selling Holders”) of (1) up to 131,442,733 Class A ordinary shares, consisting of (i) 8,545,000 Class A ordinary shares converted from the founder shares (as defined in the Prospectus) held in the aggregate by Burwell Mountain PTC LLC, as trustee of Burwell Mountain Trust (collectively, “Burwell”), Zeno Investment Master Fund (f/k/a Dynamo Master Fund) (“Zeno”) and Waldencast Ventures LP (“Waldencast Ventures”) (each, a member of the Waldencast Long-Term Capital LLC, a Cayman Islands limited liability company (the “Sponsor”)), originally issued in a private placement to the Sponsor, for approximately \$0.0035 per share, prior to our initial public offering (as defined in the Prospectus); (ii) 80,000 Class A ordinary shares converted from the founder shares held by the Investor Directors (as defined in the Prospectus), issued in a private placement to the Investor Directors, for approximately \$0.0035 per share, prior to our initial public offering; (iii) 20,000 Class A ordinary shares issued to Aaron Chatterley, one of our independent directors, in a private placement exempt from registration pursuant to Section 4(a)(2) of the Securities Act, and Rule 506 of Regulation D promulgated thereunder, in connection with the consummation of the Business Combination (as defined in the Prospectus), for no consideration; (iv) 28,237,506 Class A ordinary shares issued in connection with the Business Combination as the equity portion of the merger consideration pursuant to the Obagi Merger Agreement (as defined in the Prospectus) at an acquiror share value of \$10.00 per share; (v) 21,103,225 Class A ordinary shares issuable in exchange for 21,103,225 Waldencast LP Common Units (as defined in the Prospectus) (and the redemption by Waldencast of an equivalent number of Class B ordinary shares, par value \$0.0001 per share (“Class B ordinary shares”) held by such holder for no additional consideration) issued in connection with the Business Combination as the equity portion of the transaction consideration pursuant to the Milk Equity Purchase Agreement (as defined in the Prospectus) at a common unit value of \$10.00 per unit; (vi) 8,848,070 Class A ordinary shares issued in the PIPE Investments (as defined in the Prospectus) pursuant to the PIPE Subscription Agreements (as defined in the Prospectus), at a purchase price of \$10.00 per share at the closing of the Business Combination; (vii) 32,809,200 Class A ordinary shares issued pursuant to the Forward Purchase Agreements (as defined in the Prospectus), which Forward Purchase Securities (as defined in the Prospectus) were issued at a purchase price of \$10.00 per Forward Purchase Security (as defined in the Prospectus) at the closing of the Business Combination; (viii) 17,869,732 Class A ordinary shares issuable upon the exercise of the private placement warrants; and (ix) 13,930,000 Class A ordinary shares issued in the 2023 PIPE Investment (as defined in the Prospectus) pursuant to the 2023 Subscription Agreements (as defined in the Prospectus), at a purchase price of \$5.00 per share and (2) up to 17,869,732 private placement warrants, which private placement warrants were issued in a private placement at the time of our initial public offering, at a purchase price of \$1.50 per private placement warrant.

On October 4, 2026, the Company’s securities were voluntarily delisted from the Nasdaq Stock Market LLC (“Nasdaq”). Following the delisting from Nasdaq, the Company intends to deregister and terminate its reporting obligations under the Securities and Exchange Act of 1934, as amended (the “Exchange Act”). In connection with the delisting, the Company has terminated all offerings of securities pursuant to the Registration Statement. In accordance with the undertaking made by the Company in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered which remain unsold at the termination of the offering, the Company hereby removes from registration any and all securities registered but unsold or otherwise unissued under the Registration Statement as of the date hereof. After giving effect to this Amendment, there will be no remaining securities registered by the Company pursuant to the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form F-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of White Plains, State of New York, on October 9, 2026:

Waldencast plc

By: /s/ Felipe Dutra

Name: Felipe Dutra

Title: Executive Chairman, Principal Executive Officer and Principal Financial Officer

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933.
