

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. _____)*

Waldencast PLC

(Name of Issuer as Specified in its Certificate of Incorporation)

Class A Ordinary Shares

(Title of Class of Securities)

G9503X103

(CUSIP Number)

September 14, 2023

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

SCHEDULE 13G

CUSIP No.	G9503X103
-----------	-----------

1	Names of Reporting Persons Santa Venerina Inv. & Arbitrage Ltd.
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	Sec Use Only
4	Citizenship or Place of Organization The Commonwealth of the Bahamas
Number of Shares Beneficially Owned by Each Reporting Person With:	5 Sole Voting Power 10,000,000
	6 Shared Voting Power 0
	7 Sole Dispositive Power 10,000,000
	8 Shared Dispositive Power 0
9	Aggregate Amount Beneficially Owned by Each Reporting Person 10,000,000
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>
11	Percent of class represented by amount in row (9) 9.9% ¹
12	Type of Reporting Person (See Instructions) OO

¹ Based on 101,228,857 Class A ordinary shares outstanding as of December 31, 2023, as reported in the Issuer’s Form 6-K filed with the Securities and Exchange Commission on January 16, 2024.

Item 1(a). Name of Issuer:

Waldencast PLC

Item 1(b). Address of Issuer's Principal Executive Offices:

10 Bank Street, Suite 560, White Plains, NY 10606

Item 2.

(a) Name of Person Filing:

Santa Venerina Inv. & Arbitrage Ltd.

(b) Address of Principal Business Office or, if None, Residence:

East Bay Street, P.O. Box N-7757, Nassau, The Bahamas

(c) Citizenship:

The Commonwealth of the Bahamas

(d) Title and Class of Securities:

Class A Ordinary Shares

(e) CUSIP No.:

G9503X103

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act.;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) Group, in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of issuer identified in Item 1.

- (a) Amount Beneficially Owned: 10,000,000
- (b) Percent of Class: 9.9%²
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 10,000,000
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 10,000,000
 - (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of more than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company or control person.

Not applicable

Item 8. Identification and classification of members of the group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

² Based on 101,228,857 Class A ordinary shares outstanding as of December 31, 2023, as reported in the Issuer's Form 6-K filed with the Securities and Exchange Commission on January 16, 2024.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 1, 2024

Santa Venerina Inv. & Arbitrage Ltd.

Signature: /s/ Philipp Kieber

Name/Title: Philipp Kieber, Secretary