

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

**FORM F-4/A**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**Waldencast plc\***

(Exact Name of Registrant as Specified in Its Charter)

Cayman Islands\*

6770

98-1575727

(State or other jurisdiction of  
incorporation or organization)

(Primary Standard Industrial  
Classification Code Number)

(I.R.S. Employer  
Identification Number)

10 Bank Street, Suite 560  
White Plains, NY 10606  
(917) 546-6828

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

Michel Brousset  
Chief Executive Officer  
c/o Waldencast Acquisition Corp.  
10 Bank Street, Suite 560  
White Plains, NY 10606  
(917) 546-6828

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

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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement is declared effective and all other conditions to the Business Combination described in the enclosed proxy statement/prospectus have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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, 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(d) 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:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input checked="" type="checkbox"/>		

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.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the SEC, acting pursuant to said Section 8(a), may determine.

## EXPLANATORY NOTE

The sole purpose of this amendment on Form F-4/A to the registration statement of Waldencast plc, a Jersey public limited company (the “Company”), is to include the delaying amendment pursuant to Rule 473 of the Securities Act of 1933 (which was inadvertently left off of the original filing). We have not made any updates to the original Form F-4 to reflect any information or events occurring subsequent to the date of filing of the original Form F-4.



**AUTHORIZED REPRESENTATIVE**

Pursuant to the requirements of the Securities Act, as amended, the undersigned, the duly authorized representative in the U.S. of Waldencast Acquisition Corp. has signed this registration statement on March 4, 2022.

**WALDENCAST ACQUISITION CORP.**

By: /s/ Michel Brousset

Name: Michel Brousset

Title: Chief Executive Officer

II-2