

☒ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Manfredi Manuel</u> (Last) (First) (Middle) <u>C/O WALDENCAST PLC</u> <u>MICHELIN HOUSE, 81 FULHAM ROAD</u> (Street) <u>LONDON</u> <u>SW3 6RD</u> (City) (State) (Zip) <u>UNITED KINGDOM</u> (Country)	2. Issuer Name and Ticker or Trading Symbol <u>Waldencast plc [WALD]</u> Foreign Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/30/2026</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Ordinary Shares	07/30/2026		M ⁽¹⁾		79,289	A	\$0	118,933	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
							Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	07/30/2026		M ⁽¹⁾		79,289	(3)	(3)	Class A Ordinary Shares	79,289	\$0	0	D	

Explanation of Responses:

1. Represents accelerated vesting of 79,289 outstanding restricted stock units ("RSUs") held by the reporting person in connection with the completion of the Issuer's sale of its Obagi Medical dermatological skincare and aesthetics business on July 30, 2026. Effective on the date of completion of such sale, the reporting person transitioned from the Issuer to lead Obagi Medical.
2. Each RSU represents a contingent right to receive one Class A ordinary share, or an equivalent value in cash at the plan administrator's election.
3. On October 30, 2024, the reporting person was granted 118,933 RSUs, which would have vested over a three-year period as follows: (i) 39,644 on October 1, 2025; (ii) 39,644 on October 1, 2026; and (iii) 39,645 on October 1, 2027.

Remarks:

/s/ Manuel Manfredi
** Signature of Reporting Person

08/07/2026
Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.