

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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

1. Name and Address of Reporting Person* <u>Brousset Michel</u> (Last) (First) (Middle) <u>C/O WALDENCAST PLC</u> <u>MICHELIN HOUSE, 81 FULHAM</u> <u>ROAD</u> (Street) <u>LONDON</u> <u>SW3 6RD</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/18/2026</u>	3. Issuer Name and Ticker or Trading Symbol <u>Waldencast plc [WALD]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Ordinary Shares	952,865	D	
Class A Ordinary Shares	2,848,334	I	By Waldencast Ventures LP. ⁽¹⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (Right to Buy)	(2)	04/09/2035	Class A Ordinary Shares	4,135,340	3.98	D	
Restricted Stock Units	(3)	(3)	Class A Ordinary Shares	264,294	(4)	D	
Warrants (Right to Buy)	(5)	(5)	Class A Ordinary Shares	2,311,113	11.5	I	By Waldencast Ventures LP. ⁽¹⁾
Option (Obligation to Sell)	(6)	10/26/2026	Class A Ordinary Shares	1,424,166	(6)	I	By Waldencast Ventures LP. ⁽¹⁾

Explanation of Responses:

- Waldencast Ventures LP holds (i) 2,848,334 Class A ordinary shares, (ii) 1,977,779 Class A ordinary shares issuable upon exercise of the private placement warrants and (iii) 333,334 Class A ordinary shares issuable upon exercise of the working capital loan warrants. The reporting person is the chief executive officer of Waldencast Management, LLC, the general partner of Waldencast Ventures LP. As such, the reporting person may be deemed to beneficially own the shares held by Waldencast Ventures LP and disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- These options vest over a three-year period as follows: (i) 1,378,447 on January 1, 2026; (ii) 1,378,446 on January 1, 2027; and (iii) 1,378,447 on January 1, 2028.
- On October 30, 2024, the reporting person was granted 396,440 restricted stock units ("RSUs"), which vest over a three-year period as follows: (i) 132,146 on October 1, 2025; (ii) 132,147 on October 1, 2026; and (iii) 132,147 on October 1, 2027.
- 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.
- These warrants became exercisable 30 days after the completion of the Issuer's business combination on July 27, 2022 and will expire five years after the completion of the business combination or earlier upon redemption or liquidation.
- Waldencast Ventures LP is party to certain contractual arrangements pursuant to which, upon exercise of a call option held by certain investors of Waldencast UK Limited, Waldencast Ventures LP is required to deliver, upon written notice, 1,424,161 Class A ordinary shares it holds to such investors, in exchange for their equity interests in Waldencast UK Limited.

Remarks:

/s/ Michel Brousset

03/18/2026

** Signature of Reporting Person

Date

* If the form is filed by more than one reporting person, see Instruction 5 (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.

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