

**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>Souza Cristiano</u> _____ (Last) (First) (Middle) C/O WALDENCAST PLC MICHELIN HOUSE, 81 FULHAM ROAD _____ (Street) LONDON SW3 6RD _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/18/2026	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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	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	12,252,580	I	By Zeno Equity Partners LLP (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			
Warrants (Right to Buy)	(1)	(1)	Class A Ordinary Shares	4,892,767	11.5	I	By Zeno Equity Partners LLP <sup>(2)</sup>
Stock Options (Right to Buy)	(3)	10/26/2026	Class A Ordinary Shares	712,083	(3)	D	

**Explanation of Responses:**

- 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.
- The reporting person is the controlling shareholder of Zeno Equity Partners LLP. The reporting person disclaims beneficial ownership of the securities held by Zeno Equity Partners LLP, except to the extent of his pecuniary interest therein.
- The reporting person holds a put option allowing him to exchange a portion of his equity interest in Waldencast UK Limited for 712,083 Class A ordinary shares held by Waldencast Ventures LP, a shareholder of Waldencast plc.

**Remarks:**

/s/ Cristiano Souza

03/18/2026

\*\* Signature of Reporting Person

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 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.

**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.**