

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**Waldencast Acquisition Corp.**

(Exact Name of Registrant as Specified in Its Charter)

**Cayman Islands**

(State or other jurisdiction of  
incorporation or organization)

**10 Bank Street, Suite 560  
White Plains, New York**

(Address of Principal Executive Offices)

**98-1575727**

(I.R.S. Employer  
Identification No.)

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

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

<b>Title of Each Class to be Registered</b>	<b>Name of Each Exchange on Which Each Class is to be Registered</b>
<b>Units, each consisting of one Class A ordinary share and one-third of one redeemable warrant</b>	<b>The Nasdaq Stock Market LLC</b>
<b>Class A ordinary shares, par value \$0.0001 per share</b>	<b>The Nasdaq Stock Market LLC</b>
<b>Redeemable warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50</b>	<b>The Nasdaq Stock Market LLC</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering Statement file number to which this form relates: 333-253370

Securities to be registered pursuant to Section 12(g) of the Act:

**N/A  
(Title of Class)**

**Item 1. Description of Registrant’s Securities to be Registered.**

The securities to be registered hereby are units, Class A ordinary shares, par value \$0.0001 per share, and redeemable warrants to purchase Class A ordinary shares, of Waldencast Acquisition Corp. (the “Registrant”). The description of the units, Class A ordinary shares and warrants set forth under the heading “Description of Securities” in the Registrant’s prospectus forming part of its Registration Statement on Form S-1 (File No. 333-253370), originally filed with the Securities and Exchange Commission on February 22, 2021, as thereafter amended and supplemented from time to time (the “Registration Statement”), to which this Form 8-A relates is incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits for Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The Nasdaq Stock Market LLC, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**Waldencast Acquisition Corp.**

Date: March 11, 2021

By: /s/ Michel Brousset

Name: Michel Brousset

Title: Chief Executive Officer