

William Slattery  
Vice President  
Listing Qualifications

March 15, 2021

Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on March 12, 2021, The Nasdaq Stock Market LLC (the "Exchange") received from Waldencast Acquisition Corp. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Units, each consisting of one Class A ordinary share  
and one-third of one redeemable warrant

Class A ordinary shares, par value \$0.0001 per share

Redeemable warrants, each whole warrant exercisable for one Class A ordinary share  
at an exercise price of \$11.50 per share

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

