

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>LCP Edge Holdco LLC</u> <hr/> (Last) (First) (Middle) C/O LCP EDGE HOLDCO LLC 150 NORTH RIVERSIDE PLAZA, SUITE 5100 <hr/> (Street) CHICAGO IL 60606 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/04/2021	3. Issuer Name and Ticker or Trading Symbol <u>Beauty Health Co [ SKIN ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) 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) Form filed by One Reporting Person <input checked="" 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 Common Stock, par value \$0.0001 per share	33,356,338	I <sup>(1)</sup>	See Footnote <sup>(2)</sup>

**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			

1. Name and Address of Reporting Person\*  
LCP Edge Holdco LLC  


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 (Last) (First) (Middle)  
 C/O LCP EDGE HOLDCO LLC  
 150 NORTH RIVERSIDE PLAZA, SUITE 5100  


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 (Street)  
 CHICAGO IL 60606  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Linden Capital III LLC  


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 (Last) (First) (Middle)  
 C/O LCP EDGE HOLDCO LLC  
 150 NORTH RIVERSIDE PLAZA, SUITE 5100  


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 (Street)  
 CHICAGO IL 60606  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Linden Manager III LP](#)

(Last) (First) (Middle)

C/O LCP EDGE HOLDCO LLC  
150 NORTH RIVERSIDE PLAZA, SUITE 5100

(Street)

CHICAGO IL 60606

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[LINDEN CAPITAL PARTNERS III LP](#)

(Last) (First) (Middle)

C/O LCP EDGE HOLDCO LLC  
150 NORTH RIVERSIDE PLAZA, SUITE 5100

(Street)

CHICAGO IL 60606

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[LINDEN CAPITAL PARTNERS III-A LP](#)

(Last) (First) (Middle)

C/O LCP EDGE HOLDCO LLC  
150 NORTH RIVERSIDE PLAZA, SUITE 5100

(Street)

CHICAGO IL 60606

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[DAVIS ANTHONY B.](#)

(Last) (First) (Middle)

C/O LCP EDGE HOLDCO LLC  
150 NORTH RIVERSIDE PLAZA, SUITE 5100

(Street)

CHICAGO IL 60606

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Miller Brian Christopher](#)

(Last) (First) (Middle)

C/O LCP EDGE HOLDCO LLC  
150 NORTH RIVERSIDE PLAZA, SUITE 5100

(Street)

CHICAGO IL 60606

(City) (State) (Zip)

**Explanation of Responses:**

1. This Form 3 is being filed jointly by (i) LCP Edge Holdco LLC, (ii) Linden Capital III LLC, (iii) Linden Manager III LP, (iv) Linden Capital Partners III LP, (v) Linden Capital Partners III-A LP, (vi) Anthony Davis and (vii) Brian Miller in respect of shares that are held directly by LCP Edge Holdco.

2. The shares directly held by LCP Edge Holdco LLC may be deemed to be beneficially owned by Linden Capital III L.L.C., the general partner of Linden Manager III LP. Linden Manager III LP is the general partner of both Linden Capital Partners III LP and Linden Capital Partners III-A LP, which are the controlling stockholders of LCP Edge Holdco

LLC. As the members of a limited partner committee of Linden Capital III LLC that has the power to vote or dispose of the shares directly held by LCP Edge Holdco LLC, Brian Miller and Anthony Davis may be deemed to have shared voting and investment power over such shares. Each of Linden Capital III LLC, Linden Manager III LP, Linden Capital Partners III LP, Linden Capital Partners III-A LP, Mr. Miller and Mr. Davis hereby disclaim any beneficial ownership of any shares held by LCP Edge Holdco LLC except to the extent of any pecuniary interest therein.

**Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney

<u>LCP Edge Holdco LLC, /s/ Brian Miller, Brian Miller,</u>	<u>05/10/2021</u>
<u>Attorney-in-Fact</u>	
<u>Linden Capital III LLC, /s/ Brian Miller, Brian Miller,</u>	<u>05/10/2021</u>
<u>Attorney-in-Fact</u>	
<u>Linden Manager III LP, /s/ Brian Miller, Brian Miller,</u>	<u>05/10/2021</u>
<u>Attorney-in-Fact</u>	
<u>Linden Capital Partners III LP, /s/ Brian Miller, Brian</u>	<u>05/10/2021</u>
<u>Miller, Attorney-in-Fact</u>	
<u>Linden Capital Partners III-A LP, /s/ Brian Miller,</u>	<u>05/10/2021</u>
<u>Brian Miller, Attorney-in- Fact</u>	
<u>Anthony Davis, /s/ Anthony Davis</u>	<u>05/10/2021</u>
<u>Brian Miller, /s/ Brian Miller</u>	<u>05/10/2021</u>
** 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.**

POWER OF ATTORNEY

May 10, 2021

The undersigned constitutes and appoints Brian C. Miller, Robert A. Wilson, P.C., Monica J. Shilling, P.C. and Maggie D. Flores, or any of them acting singly, as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to sign any and all SEC statements of beneficial ownership of securities of The Beauty Health Company (the "Company") on Schedule 13D as required under Section 13 and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and any amendments thereto, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, the Company and any stock exchange on which any of the Company's securities are listed, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13 and Section 16 (a), as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the SEC. The authorization set forth above shall continue in full force and effect until the undersigned revokes such authorization by written instructions to the attorneys-in-fact.

The authority granted hereby shall in no event be deemed to impose or create any duty on behalf of the attorneys-in-fact with respect to the undersigned's obligations to file Schedule 13Ds and Forms 3, 4 and 5 with the SEC.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date first written above.

LCP Edge Holdco LLC

/s/ Brian Miller

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Name: Brian Miller  
Title: Co-Founder & Managing Partner

Linden Capital III LLC

/s/ Brian Miller

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Name: Brian Miller  
Title: Co-Founder & Managing Partner

Linden Manager III LP

By: Linden Capital III LLC  
Its: General Partner

/s/ Brian Miller

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Name: Brian Miller  
Title: Co-Founder & Managing Partner

Linden Capital Partners III LP

By: Linden Manager III LP  
Its: General Partner

By: Linden Capital III LLC  
Its: General Partner

/s/ Brian Miller

-----  
Name: Brian Miller  
Title: Co-Founder & Managing Partner

Linden Capital Partners III-A LP

By: Linden Manager III LP  
Its: General Partner

By: Linden Capital III LLC  
Its: General Partner

/s/ Brian Miller

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Name: Brian Miller  
Title: Co-Founder & Managing Partner

/s/. Anthony B. Davis

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Name: Anthony B. Davis

/s/ Brian Miller

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Name: Brian Miller