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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**SCHEDULE 13D/A**

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
§ 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)  
(Amendment No. 3)\***

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**The Beauty Health Company**

(Name of Issuer)

**Common Stock, \$0.01 par value  
(Title of Class of Securities)**

**88331L 108  
(CUSIP Number)**

**LCP Edge Holdco, LLC  
Linden Capital III LLC  
Linden Manager III LP  
Linden Capital Partners III LP  
Linden Capital Partners III-A LP  
Brian Miller  
Anthony Davis  
c/o Linden Capital Partners LLC  
150 North Riverside Plaza, Suite 5100  
Chicago, IL 60606  
(312) 506-5600**

*With copies to:*

**Monica J. Shilling, P.C.  
Kirkland & Ellis LLP  
2049 Century Park East  
Suite 3700  
Los Angeles, CA 90067  
(310) 552-4200**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**July 7, 2023**

(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

\* information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes').

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1.	Names of Reporting Persons LCP Edge Holdco, LLC	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds OO	
5.	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
6.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned By Each Reporting Person With	7.	Sole Voting Power 0
	8.	Shared Voting Power 33,360,741
	9.	Sole Dispositive Power 0
	10.	Shared Dispositive Power 33,360,741
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 33,360,741	
12.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (9) 25.15% <sup>(1)</sup>	
14.	Type of Reporting Person (See Instructions) OO	

(1) Calculated based on 132,652,184 shares of Class A Common Stock (“Class A Shares”) outstanding as of May 5, 2023 as reported on the Issuer’s Form 10-Q, filed with the SEC on May 10, 2023.

1.	Names of Reporting Persons Linden Capital III LLC	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 33,360,741
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 33,360,741
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 33,360,741	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 25.15% <sup>(1)</sup>	
12.	Type of Reporting Person (See Instructions) OO	

(1) Calculated based on 132,652,184 shares of Class A Shares outstanding as of May 5, 2023 as reported on the Issuer's Form 10-Q, filed with the SEC on May 10, 2023.

1.	Names of Reporting Persons Linden Manager III LP	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 33,360,741
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 33,360,741
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 33,360,741	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 25.15% <sup>(1)</sup>	
12.	Type of Reporting Person (See Instructions) PN	

(1) Calculated based on 132,652,184 shares of Class A Shares outstanding as of May 5, 2023 as reported on the Issuer's Form 10-Q, filed with the SEC on May 10, 2023.

1.	Names of Reporting Persons Linden Capital Partners III LP	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 33,360,741
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 33,360,741
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 33,360,741	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 25.15% <sup>(1)</sup>	
12.	Type of Reporting Person (See Instructions) PN	

(1) Calculated based on 132,652,184 shares of Class A Shares outstanding as of May 5, 2023 as reported on the Issuer's Form 10-Q, filed with the SEC on May 10, 2023.

1.	Names of Reporting Persons Linden Capital Partners III-A LP	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 33,360,741
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 33,360,741
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 33,360,741	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 25.15% <sup>(1)</sup>	
12.	Type of Reporting Person (See Instructions) PN	

(1) Calculated based on 132,652,184 shares of Class A Shares outstanding as of May 5, 2023 as reported on the Issuer's Form 10-Q, filed with the SEC on May 10, 2023.

1.	Names of Reporting Persons Anthony Davis	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 33,360,741
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 33,360,741
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 33,360,741	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 25.15% <sup>(1)</sup>	
12.	Type of Reporting Person (See Instructions) IN	

(1) Calculated based on 132,652,184 shares of Class A Shares outstanding as of May 5, 2023 as reported on the Issuer's Form 10-Q, filed with the SEC on May 10, 2023.

1.	Names of Reporting Persons Brian Miller	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 33,360,741
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 33,360,741
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 33,360,741	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 25.15% <sup>(1)</sup>	
12.	Type of Reporting Person (See Instructions) IN	

(1) Calculated based on 132,652,184 shares of Class A Shares outstanding as of May 5, 2023 as reported on the Issuer's Form 10-Q, filed with the SEC on May 10, 2023.

This Amendment No. 3 to the statement on Schedule 13D amends and supplements the statement on Schedule 13D filed by the Reporting Persons on May 14, 2021 (the "Original Schedule 13D") as amended by Amendment No. 1 filed by the Reporting Persons on May 21, 2021 and Amendment No. 2 filed by the Reporting Persons on July 19, 2021 (together with this Amendment No. 3, the "Schedule 13D" or the "Statement"). Except as amended herein, the Original Schedule 13D remains in full force and effect. Terms defined in the Original Schedule 13D are used herein as so defined.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant.

**Item 4. Purpose of Transaction.**

Item 4 of the Schedule 13D is hereby amended to add the following at the end thereof:

On July 7, 2023, LCP Edge Holdco, LLC ("LCP") distributed an aggregate of 3,207,261 Class A Shares to management unitholders. Following such distributions, LCP continues to directly hold a total of 33,360,741 Class A Shares.

**Item 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

**(a)-(b) Aggregate number and percentage of securities and Power to vote and dispose.**

The aggregate number and percentage of the Class A Shares beneficially owned by each Reporting Person and for each Reporting Person, the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on rows 7 through 11 and row 13 of the cover pages of this Statement and are incorporated herein by reference.

LCP directly holds 33,360,741 Class A Shares which represent approximately 25.15% of the outstanding Class A Shares, based on an aggregate of 132,652,184 Class A Shares outstanding as of May 5, 2023, as reported on the Issuer's Form 10-Q, filed on May 10, 2023. As a result of the relationships described in Item 2, the 33,360,741 Class A Shares may be deemed to be beneficially owned by each of Linden Capital III, LLC, Linden Manager III, LP, Linden Capital Partners III, LP, Linden Capital Partners III-A, LP, Brian Miller and Anthony Davis. Each of the reporting persons disclaim beneficial ownership of the reported securities except to the extent of such reporting person's pecuniary interest therein.

**(c) Transaction within the past 60 days.** Except as set forth herein, including in Item 4, which is incorporated herein by reference, none of the Reporting Persons has effected any transactions related to the Class A Shares during the past 60 days.

**(d) Certain rights of other persons.** Except as described herein, to the knowledge of the Reporting Persons, only the Reporting Persons have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, the Class A Shares of the Issuer reported by this Statement.

**(e) Date ceased to be a 5% owner.** Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 7, 2023

**LCP Edge Holdco, LLC**

/s/ Brian Miller

Name: Brian Miller

Title: President

**Linden Capital III LLC**

/s/ Brian Miller

Name: Brian Miller

Title: Managing Partner

**Linden Manager III LP**

By: Linden Capital III LLC

Its: General Partner

/s/ Brian Miller

Name: Brian Miller

Title: 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: Managing Partner

**Linden Capital Partners III-A LP**

By: Linden Manager III LP

Its: General Partner

By: Linden Capital III LLC

Its: General Partners

/s/ Brian Miller

Name: Brian Miller

Title: Managing Partner

/s/ Brian Miller

Anthony Davis, by Brian Miller,

Attorney-in-Fact

/s/ Brian Miller

Brian Miller