

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(AMENDMENT NO. 1)

**WHOLE EARTH BRANDS, INC.**

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(Name of Issuer)

**COMMON STOCK, PAR VALUE \$0.0001 PER SHARE**

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(Title of Class of Securities)

**96684W100**

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(CUSIP Number)

**JUNE 25, 2020**

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(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page.

The information required in 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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<b>1</b>	NAMES OF REPORTING PERSONS		
	Integrated Core Strategies (US) LLC		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER
			-0-
		<b>6</b>	SHARED VOTING POWER
			1,608,276
		<b>7</b>	SOLE DISPOSITIVE POWER
			-0-
		<b>8</b>	SHARED DISPOSITIVE POWER
			1,608,276
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,608,276		
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
	<input type="checkbox"/>		
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	4.1%		
<b>12</b>	TYPE OF REPORTING PERSON		
	OO		

<b>1</b>	NAMES OF REPORTING PERSONS Riverview Group LLC		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		<b>5</b>	SOLE VOTING POWER -0-
		<b>6</b>	SHARED VOTING POWER 890,360
		<b>7</b>	SOLE DISPOSITIVE POWER -0-
		<b>8</b>	SHARED DISPOSITIVE POWER 890,360
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 890,360		
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.3%		
<b>12</b>	TYPE OF REPORTING PERSON OO		

<b>1</b>	NAMES OF REPORTING PERSONS Millennium Management LLC		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER -0-
		<b>6</b>	SHARED VOTING POWER 2,498,636
		<b>7</b>	SOLE DISPOSITIVE POWER -0-
		<b>8</b>	SHARED DISPOSITIVE POWER 2,498,636
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,498,636		
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.4%		
<b>12</b>	TYPE OF REPORTING PERSON OO		

<b>1</b>	NAMES OF REPORTING PERSONS	
	Millennium Group Management LLC	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	<b>5</b>	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		-0-
	<b>6</b>	SHARED VOTING POWER
		2,498,636
	<b>7</b>	SOLE DISPOSITIVE POWER
		-0-
	<b>8</b>	SHARED DISPOSITIVE POWER
		2,498,636
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,498,636	
<b>10</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	<input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	6.4%	
<b>12</b>	TYPE OF REPORTING PERSON	
	OO	

1	NAMES OF REPORTING PERSONS Israel A. Englander	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 2,498,636
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 2,498,636
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,498,636	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.4%	
12	TYPE OF REPORTING PERSON IN	

Item 1.(a) Name of Issuer:

Whole Earth Brands, Inc., a Delaware corporation (the "Issuer").

(b) Address of Issuer's Principal Executive Offices:

125 S. Wacker Drive, Suite 3150  
Chicago, Illinois 60606

Item 2.(a) Name of Person Filing:(b) Address of Principal Business Office:(c) Citizenship:

Integrated Core Strategies (US) LLC  
c/o Millennium Management LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Riverview Group LLC  
c/o Millennium Management LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Millennium Management LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Millennium Group Management LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: Delaware

Israel A. Englander  
c/o Millennium Management LLC  
666 Fifth Avenue  
New York, New York 10103  
Citizenship: United States

(d) Title of Class of Securities:

common stock, par value \$0.0001 per share ("Common Stock")

(e) CUSIP Number:

96684W100

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
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- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

**(a) Amount Beneficially Owned:**

This Amendment No. 1 to Schedule 13G amends and restates the Schedule 13G filed by the reporting persons on July 2, 2020. As of the close of business on July 1, 2020:

i) Integrated Core Strategies (US) LLC, a Delaware limited liability company ("Integrated Core Strategies"), beneficially owned 1,608,276 shares of the Issuer's Common Stock (consisting of 1,127,786 shares of the Issuer's Common Stock and warrants to purchase 480,490 shares of the Issuer's Common Stock); and

ii) Riverview Group LLC, a Delaware limited liability company ("Riverview Group"), beneficially owned 890,360 shares of the Issuer's Common Stock (consisting of 750,000 shares of the Issuer's Common Stock and warrants to purchase 140,360 shares of the Issuer's Common Stock), which together with the shares of the Issuer's Common Stock beneficially owned by Integrated Core Strategies represented 2,498,636 shares of the Issuer's Common Stock or 6.4% of the Issuer's Common Stock outstanding.

Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the general partner of the managing member of Integrated Core Strategies and Riverview Group and may be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies and Riverview Group.

Millennium Group Management LLC, a Delaware limited liability company ("Millennium Group Management"), is the managing member of Millennium Management and may also be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies and Riverview Group.

The managing member of Millennium Group Management is a trust of which Israel A. Englander, a United States citizen ("Mr. Englander"), currently serves as the sole voting trustee. Therefore, Mr. Englander may also be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies and Riverview Group.

The foregoing should not be construed in and of itself as an admission by Millennium Management, Millennium Group Management or Mr. Englander as to beneficial ownership of the securities owned by Integrated Core Strategies or Riverview Group, as the case may be.

**(b) Percent of Class:**

As of the close of business on July 1, 2020, Millennium Management, Millennium Group Management and Mr. Englander may be deemed to have beneficially owned 2,498,636 shares of the Issuer's Common Stock or 6.4% of the Issuer's Common Stock outstanding (see Item 4(a) above), which percentage was calculated based on 38,426,669 shares of the Issuer's Common Stock outstanding as of June 25, 2020, as per the Issuer's Form 8-K dated June 30, 2020.

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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

-0-

(ii) Shared power to vote or to direct the vote

2,498,636 (See Item 4(b))

(iii) Sole power to dispose or to direct the disposition of

-0-

(iv) Shared power to dispose or to direct the disposition of

2,498,636 (See Item 4(b))

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following  .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Exhibits:

Exhibit I: Joint Filing Agreement, dated as of July 22, 2020, by and among Integrated Core Strategies (US) LLC, Riverview Group LLC, Millennium Management LLC, Millennium Group Management LLC and Israel A. Englander.

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**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: July 22, 2020

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,  
its Managing Member

By: Millennium Management LLC,  
its General Partner

By: /s/ Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

RIVERVIEW GROUP LLC

By: Integrated Holding Group LP,  
its Managing Member

By: Millennium Management LLC,  
its General Partner

By: /s/ Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

MILLENNIUM MANAGEMENT LLC

By: /s/ Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

MILLENNIUM GROUP MANAGEMENT LLC

By: /s/ Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

/s/ Israel A. Englander  
Israel A. Englander

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## EXHIBIT I

## JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, par value \$0.0001 per share, of Whole Earth Brands, Inc., a Delaware corporation, will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: July 22, 2020

## INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,  
its Managing Member

By: Millennium Management LLC,  
its General Partner

By: /s/ Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

## RIVERVIEW GROUP LLC

By: Integrated Holding Group LP,  
its Managing Member

By: Millennium Management LLC,  
its General Partner

By: /s/ Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

## MILLENNIUM MANAGEMENT LLC

By: /s/ Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

## MILLENNIUM GROUP MANAGEMENT LLC

By: /s/ Gil Raviv  
Name: Gil Raviv  
Title: Global General Counsel

/s/ Israel A. Englander  
Israel A. Englander