

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): June 28, 2024**

**biote Corp.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40128**  
(Commission  
File Number)

**85-1791125**  
(I.R.S. Employer  
Identification No.)

**1875 W. Walnut Hill Ln #100**  
**Irving, Texas 75038**  
(Address of principal executive offices, including zip code)

**(844) 604-1246**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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

<b>Title of each class</b>	<b>Trading Symbols</b>	<b>Name of each exchange on which registered</b>
Class A common stock, par value \$0.0001 per share	BTMD	The Nasdaq Stock Market LLC

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencements communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01 Entry Into a Material Definitive Agreement.**

On June 28, 2024, biote Corp., a Delaware corporation (the “Company”) entered into a Settlement Agreement (the “Settlement Agreement”) with respect to certain litigation with one of the Company’s stockholders, Marci M. Donovitz (“Donovitz”) (the “Donovitz Litigation”). Pursuant to the Settlement Agreement, and consistent with the previously disclosed binding settlement term sheet executed on June 14, 2024 (the “Settlement Term Sheet”), the Company (a) has agreed to repurchase all of the Class A common units (“Holdings Units”) of Biote Holdings, LLC, a Delaware limited liability company (“Holdings”), shares of Class V common stock of the Company (“Class V Shares” and together with the Holdings Units, “Paired Interests”) and shares of Class A common stock of the Company (“Class A Shares”) currently beneficially owned by Donovitz for \$60 million in the aggregate at an average price of \$7.23 per share, according to the following schedule: (i) approximately 4.1 million Paired Interests (or Class A Shares, if applicable) were repurchased for \$30 million on June 28, 2024 (the “Closing Date”), (ii) approximately 1.4 million Paired Interests will be repurchased for \$10 million on or before the 12-month anniversary of the Closing Date, (iii) approximately 1.4 million Paired Interests will be repurchased for \$10 million on or before the 24-month anniversary of the Closing Date and (iv) approximately 1.4 million Paired Interests will be repurchased for \$10 million on or before the 36-month anniversary of the Closing Date and (b) will release and cancel approximately 4.0 million Paired Interests subject to contractual earnout provisions owned by Donovitz for no additional monetary consideration.

The parties have also agreed to, among other things, (i) a customary mutual release of all claims arising out of or relating to the Donovitz Litigation, (ii) a voting agreement with customary terms acceptable to the Company and (iii) the acceleration of the purchase schedule in the event of a change of control. The Settlement Agreement also contains customary representations, warranties and agreements by the parties in addition to the terms described above.

Upon execution, the Settlement Agreement superseded the Settlement Term Sheet, which was previously announced in a press release and disclosed by the Company on its Current Report on Form 8-K filed on June 20, 2024.

The foregoing description of the Settlement Agreement is a summary and is qualified in its entirety by the terms and conditions of the Settlement Agreement, a copy of which will be filed in the Company’s next quarterly report on Form 10-Q.

**SIGNATURE**

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**biote Corp.**

By: /s/ Teresa S. Weber

Name: Teresa S. Weber

Title: Chief Executive Officer

Date: July 5, 2024