

PROSPECTUS SUPPLEMENT NO. 16
(To the Prospectus Dated August 9, 2022)

biote Corp.

Up to 5,000,000 Shares of Common Stock

This prospectus supplement updates and supplements the prospectus dated August 9, 2022 (the “**Prospectus**”), which forms a part of our Registration Statement on Form S-1, as amended (Registration No. 333-266433). This prospectus supplement is being filed to update and supplement the information in the Prospectus with the information contained in Item 1.01 of the Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 20, 2024 (the “**Current Report**”). Accordingly, we have attached the Quarterly Report to this prospectus supplement.

You should read this prospectus supplement in conjunction with the Prospectus, including any amendments or supplements to it. This prospectus supplement is not complete without, and may not be delivered or used except in conjunction with, the Prospectus, including any amendments or supplements to it. This prospectus supplement is qualified by reference to the Prospectus, except to the extent that the information provided by this prospectus supplement supersedes information contained in the Prospectus. You should not assume that the information provided in this prospectus supplement, the Prospectus or any prior prospectus supplement is accurate as of any date other than their respective dates. Neither the delivery of this prospectus supplement, the Prospectus, or any prior prospectus supplement, nor any sale made hereunder or thereunder, shall under any circumstances create any implication that there has been no change in our affairs since the date of this prospectus supplement, or that the information contained in this prospectus supplement, the Prospectus or any prior prospectus supplement is correct as of any time after the date of that information.

Our Class A Common Stock is listed on The Nasdaq Stock Market LLC (“**Nasdaq**”), under the symbol “BTMD.” On February 20, 2024, the last reported sales price of our Class A Common Stock was \$4.63 per share.

We are an “emerging growth company” and “smaller reporting company” under applicable federal securities laws and will be subject to reduced public company reporting requirements.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus and if there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

Investing in our securities involves a high degree of risk. You should review carefully the risks and uncertainties described in the section titled “Risk Factors” beginning on page 9 of the Prospectus, and under similar headings in any amendments or supplements to the Prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities, or passed upon the accuracy or adequacy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is February 21, 2024.

**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): February 13, 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:

Title of each class	Trading Symbols	Name of each exchange on which registered
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 February 13, 2024, biote Corp., a Delaware corporation (the “Company”) entered into a binding settlement term sheet (the “Settlement Term Sheet”) with respect to its previously disclosed litigation with one of the Company’s stockholders, Dr. Gary S. Donovanitz (“Donovitz”) (the “Donovitz Litigation”). Pursuant to the Settlement Term Sheet, the Company and the other parties thereto have agreed to prepare and enter into a definitive settlement agreement (the “Settlement Agreement”), which will supersede the Settlement Term Sheet and substantially incorporate the terms thereof. Pursuant to the Settlement Term Sheet, the Company has agreed to repurchase all of the Class A common units of Biote Holdings, LLC (“Holdings Units”), 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 Donovanitz for approximately \$76.9 million in the aggregate, according to the following schedule: (i) approximately 5.1 million Class A Shares and approximately 3.1 million Paired Interests will be repurchased for approximately \$32.2 million on the date the Settlement Agreement is signed (the “Closing Date”), (ii) approximately 4.1 million Paired Interests will be repurchased for approximately \$15.1 million on the 12-month anniversary of the Closing Date, (iii) approximately 4.1 million Paired Interests will be repurchased for approximately \$19.1 million on the 24-month anniversary of the Closing Date and (iv) approximately 2.0 million Paired Interests will be repurchased for approximately \$10.5 million on the 36-month anniversary of the Closing Date. The parties have also agreed to, among other things, (i) a customary mutual release of all claims arising out of or relating to the Donovanitz Litigation, (ii) the termination of the founder advisory agreement, dated as of May 18, 2022, by and between Donovanitz and BioTE Medical, LLC, (iii) two year non-compete and non-solicitation agreements for Donovanitz and (iv) the negotiation of and entry into a voting agreement with customary terms acceptable to the Company. The Settlement Agreement is expected to include customary representations, warranties and agreements by the parties in addition to the terms described above.

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

Item 7.01 Regulation FD Disclosure.

On February 20, 2024, the Company issued a press release announcing the terms of the Settlement Term Sheet. A copy of the press release is attached as Exhibit 99.1 and is incorporated by reference herein.

The information in this Item 7.01 and the attached Exhibit 99.1 are being furnished and shall not be deemed to be “filed” for the purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall they be deemed to be incorporated by reference in any filing made by the Company under the Securities or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated February 20, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: February 20, 2024