

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

**FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**biote Corp.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**85-1791125**

(I.R.S Employer Identification No.)

**1875 W. Walnut Hill Ln #100  
Irving, Texas**

(Address of Principal Executive Offices)

**75038**

(Zip Code)

**biote Corp. 2022 Equity Incentive Plan  
biote Corp. 2022 Employee Stock Purchase Plan**  
(Full Title of the Plan)

**Teresa S. Weber  
Chief Executive Officer  
biote Corp.**

**1875 W. Walnut Hill Ln #100  
Irving, TX 75038**

(Name and address of agent for service)

**Tel: (312) 212-8079**

(Telephone number, including area code, of agent for service)

Copies to:

**Ryan Sansom  
Peter Byrne  
Cooley LLP  
500 Boylston Street  
Boston, MA 02116-3736  
Tel: (617) 937-2300**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

Pursuant to General Instruction E of Form S-8, biote Corp. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register (i) an additional 4,160,886 shares of Class A common stock, par value \$0.0001 (the “common stock”), under the biote Corp. 2022 Equity Incentive Plan (the “2022 Plan”) and (ii) an additional 797,724 shares of common stock under the biote Corp. 2022 Employee Stock Purchase Plan (the “2022 ESPP” and together with the 2022 Plan, the “Plans”), in each case pursuant to the provisions of each Plan which provide for annual automatic increases in the number of shares of common stock reserved for issuance under such Plan. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

The Registrant previously registered shares of its Common Stock for issuance under the Plans on a Registration Statement on Form S-8 filed with the Commission on August 3, 2022 (File No. 333-266490) and on Form S-8 filed with the Commission on April 24, 2023 (File No. 333-271421) (collectively, the “Prior Registration Statements”). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Prior Registration Statements except as set forth below.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Commission are hereby incorporated by reference in this Registration Statement:

- (a) the Registrant’s annual report on Form 10-K for the fiscal year ended December 31, 2023 filed with the Commission on [March 15, 2023](#);
- (b) the Registrant’s current reports on Form 8-K filed with the Commission on [January 25, 2024](#) and [February 20, 2024](#); and
- (c) the description of the Registrant’s securities filed as [Exhibit 4.1](#) to our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, as filed with the SEC on March 15, 2024, including any amendment or report filed for the purpose of updating such description.

All reports and other documents filed by the registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), other than current reports furnished under Item 2.02 and Item 7.01 of Form 8-K and any exhibits furnished on such form that relate to such items, after the date of this registration statement, and prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this registration statement from the date of filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this registration statement, except as so modified or superseded.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
4.1	<a href="#"><u>Second Amended and Restated Certificate of Incorporation of biote Corp. (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-40128) filed by the Company with the Commission on June 2, 2022).</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of biote Corp. (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-40128), filed by the Company with the Commission on February 22, 2023).</u></a>
5.1*	<a href="#"><u>Opinion of Cooley LLP.</u></a>
23.1*	<a href="#"><u>Consent of Deloitte &amp; Touche LLP.</u></a>
23.2*	<a href="#"><u>Consent of Cooley LLP (included in Exhibit 5.1).</u></a>
24.1*	<a href="#"><u>Power of Attorney (contained on the signature page hereto).</u></a>
99.1	<a href="#"><u>biote Corp. 2022 Equity Incentive Plan (incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K, filed by the Company with the Commission on March 29, 2023).</u></a>
99.2	<a href="#"><u>biote Corp. 2022 Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.2 of the Company's Registration Statement on Form S-8, filed by the Company with the Commission on August 3, 2022).</u></a>
99.3	<a href="#"><u>Form of Stock Option Grant Notice (incorporated by reference to Exhibit 99.3 of the Company's Registration Statement on Form S-8, filed by the Company with the Commission on August 3, 2022).</u></a>
99.4	<a href="#"><u>Form of RSU Award Grant Notice (incorporated by reference to Exhibit 99.4 of the Company's Registration Statement on Form S-8, filed by the Company with the Commission on August 3, 2022).</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irving, Texas on April 3, 2024.

### biote Corp.

By:

/s/ Teresa S. Weber

Name: Teresa S. Weber

Title: Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Teresa S. Weber and Robert Peterson, as his or her true and lawful attorney-in-fact, with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments including post-effective amendments to this registration statement and any and all registration statements filed pursuant to Rule 462 under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that said attorney-in-fact or his substitute, each acting alone, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Name	Position	Date
<u>/s/ Teresa S. Weber</u> Teresa S. Weber	Chief Executive Officer, Director	April 3, 2024
<u>/s/ Robert Peterson</u> Robert Peterson	Chief Financial Officer	April 3, 2024
<u>/s/ Marc D. Beer</u> Marc D. Beer	Director, Chair	April 3, 2024
<u>/s/ Dana Jacoby</u> Dana Jacoby	Director	April 3, 2024
<u>/s/ Mark Cone</u> Mark Cone	Director	April 3, 2024
<u>/s/ Steven J. Heyer</u> Steven J. Heyer	Director	April 3, 2024
<u>/s/ Andrew R. Heyer</u> Andrew R. Heyer	Director	April 3, 2024
<u>/s/ Debra L. Morris</u> Debra L. Morris	Director	April 3, 2024



Peter Byrne  
+1 212 479 6778  
pbyrne@cooley.com

April 3, 2024

biote Corp.  
1875 W. Walnut Hill Ln.  
Suite 100  
Irving, Texas 75038

**Re: biote Corp. – Registration Statement on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to biote Corp., a Delaware corporation (the "**Company**"), in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 4,958,610 shares (the "**Shares**") of the Company's Class A common stock, par value \$0.0001 per share ("**Class A Common Stock**"), consisting of 4,160,886 shares of Class A Common Stock issuable pursuant to the Company's 2022 Equity Incentive Plan (the "**2022 Plan**"), and (b) 797,724 shares of Class A Common Stock issuable pursuant to the Company's 2022 Employee Stock Purchase Plan (together with the 2022 Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectuses, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plans and (d) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

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April 3, 2024  
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We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Peter Byrne  
Peter Byrne

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 15, 2024, relating to the consolidated financial statements of biote Corp. and subsidiaries, appearing in the Annual Report on Form 10-K of biote Corp. for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

Dallas, Texas  
April 3, 2024

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## Calculation of Filing Fee Tables

## Registration Statement on Form S-8

## BIOTE CORP.

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	<b>2022 Equity Incentive Plan</b> (Class A common stock, \$0.0001 par value per share)	Other(2)	4,160,886(3) (4)	\$5.76	\$23,966,703.36	\$0.00014 76	\$3,537.49
Equity	<b>2022 Employee Stock Purchase Plan</b> (Class A common stock, \$0.0001 par value per share)	Other(2)	797,724(5)(6)	\$5.76	\$4,594,890.24	\$0.00014 76	\$678.21
			<b>Total Offering Amounts</b>		\$28,561,593.60		\$4,215.69
			<b>Total Fees Previously Paid</b>				—
			<b>Total Fee Offsets</b>				—
			<b>Net Fee Due</b>				\$4,215.69

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of biote Corp.’s (the “Registrant”) Class A common stock, \$0.0001 par value (the “Class A common stock”), that become issuable under the 2022 Equity Incentive Plan (the “2022 Plan”) or the 2022 Employee Stock Purchase Plan (the “2022 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration which results in an increase in the number of shares of the Registrant’s outstanding Class A common stock.
- (2) Estimated pursuant to Rules 457(c) and 457(h) solely for the purpose of calculating the registration fee. The proposed maximum offering price per share and proposed maximum aggregate offering price are based on the average of the high and low sale prices of the Class A common stock as reported on the Nasdaq Stock Market LLC on April 2, 2024.
- (3) Represents additional shares of Class A common stock reserved for issuance pursuant to future awards under the 2022 Plan. To the extent that any awards outstanding under the 2022 Plan are forfeited, are cancelled, are held back upon exercise or settlement of an award to cover any exercise price, as applicable, or tax withholding, are reacquired by the Registrant prior to vesting, are satisfied without the issuance of stock or are otherwise terminated (other than by exercise) subsequent to the date of this Registration Statement, the shares reserved for issuance pursuant to such awards will become available for issuance as shares of Class A common stock under the 2022 Plan.
- (4) The number of shares reserved for issuance under the 2022 Plan automatically increases on January 1<sup>st</sup> of each year for a period of ten years commencing on January 1, 2023 and ending on (and including) January 1, 2032, in an amount equal to 5% of the total number of shares of the Registrant’s capital stock outstanding on a fully diluted basis and securities convertible into or exchangeable for the Registrant’s capital stock on December 31<sup>st</sup> of the preceding year; provided, however, that the Registrant’s board of directors may act prior to January 1st of a given year to provide that the increase for such year will be a lesser number of shares of Class A common stock; provided, further, however, that the 3,877,750 shares of Class A common stock in the Phantom Share Reserve (as defined in the 2022 Plan) will not be subject to such automatic annual increases.

- (5) Represents additional shares of Class A common stock reserved for issuance pursuant to future awards under the 2022 ESPP. Any Purchase Right (as defined in the 2022 ESPP) granted under the 2022 ESPP that terminates without having been exercised in full, the shares of Class A common stock not purchased under such Purchase Right will again become available for issuance under the 2022 ESPP.
  - (6) The number of shares reserved for issuance under the 2022 ESPP automatically increase January 1<sup>st</sup> of each year for a period of ten years commencing on January 1, 2023 and ending on (and including) January 1, 2032, in an amount equal to the lesser of (i) 1% of the total number of shares of capital stock outstanding and securities convertible into or exchangeable for the Registrant's capital stock on December 31<sup>st</sup> of the preceding calendar year (inclusive of the share reserve for the 2022 ESPP and the 2022 Plan), and (ii) 797,724 shares of Class A common stock; provided, however, that the Registrant's board of directors may act prior to January 1<sup>st</sup> of a given year to provide that the increase for such year will be a lesser number of shares of Class A common stock.
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