

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Beer Marc D</u>  (Last) (First) (Middle) <u>C/O BIOTE CORP.</u> <u>1875 W. WALNUT HILL LN #100</u>  (Street) <u>IRVING TX 75038</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>biote Corp. [ BTMD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/06/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	01/06/2023		C <sup>(1)</sup>		865,384	A	\$0.00	865,384	D	
Class V Common Stock <sup>(2)</sup>	01/06/2023		J <sup>(1)</sup>		865,384	D	\$0.00 <sup>(3)</sup>	2,967,092	D	
Class A Common Stock	01/09/2023		S		865,384	D	\$3	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Retained Biote Units	<sup>(3)(4)</sup>	01/06/2023		C <sup>(1)</sup>			865,384	<sup>(4)</sup>	<sup>(4)</sup>	Class A Common Stock	865,384	\$0.00 <sup>(3)</sup>	2,967,092	D	

**Explanation of Responses:**

- Represents the exchange of Retained Biote Units ("Units") for shares of Class A Common Stock and the cancellation of an equivalent number of shares of Class V Common Stock in connection therewith.
- These shares of Class V Common Stock of the Issuer provide no economic rights in the Issuer to the holder thereof. However, each holder of Class V Common Stock will be entitled to vote with the holders of Class A Common Stock of the Issuer, with each share of Class V Common Stock entitling the holder to a number of votes equal to the number of Units held by such Class V Common Stock holder at the time of such vote.
- Received pursuant to the Business Combination Agreement between Haymaker Acquisition Corp. III, a Delaware corporation, Haymaker Sponsor III LLC, a Delaware limited liability company, BioTE Holdings, LLC, a Nevada limited liability company ("Biote"), BioTE Management, LLC, a Nevada limited liability company, Dr. Gary Donovitz, in his individual capacity and Teresa S. Weber, in her capacity as the members' representative ("the BCA").
- The Units represent non-voting limited liability company interests of Biote. Pursuant to the terms of the Second Amended and Restated Operating Agreement, beginning November 26, 2022, these Units and an equivalent number of shares of Class V Common Stock are exchangeable on a one-for-one basis for shares of Class A Common Stock, subject to certain conditions, or, in certain circumstances, at the election of the Issuer in its capacity as the sole manager of Biote, the cash equivalent of the market value of one share of Class A common stock. These exchange rights do not expire.

**Remarks:**

/s/ Marybeth Conlon, as  
Attorney-in-Fact for Marc D. Beer      01/10/2023

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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