

**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): May 27, 2026

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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Bret Christensen as Chief Executive Officer

On May 27, 2026, the Board of Directors (the “Board”) of biote Corp. (the “Company”) accepted the resignation of Bret Christensen, the Company’s Chief Executive Officer, from his position as Chief Executive Officer of BioTE Medical, LLC (“BioTE”), effective as of June 8, 2026. Such resignation did not result from any disagreement with BioTE or the Company on any matter relating to BioTE’s or the Company’s operations, policies or practices.

In connection with his resignation and departure from BioTE, Mr. Christensen and BioTE entered into a separation agreement, dated June 2, 2026 (the “Separation Agreement”), which provides for the terms of Mr. Christensen’s resignation from employment. Under the terms of the Separation Agreement, Mr. Christensen will have three months following his separation date to exercise any vested options granted to him by the Company, and he will serve on the Board as a Class III director until the Company’s 2028 Annual Meeting of Stockholders and until such time as his successor is duly elected and qualified, or until his earlier death, resignation or removal. In addition, pursuant to the Separation Agreement, Mr. Christensen will be granted a stock option to purchase 130,000 shares of the Company’s common stock, which grant is equivalent to the annual equity award that Mr. Christensen would have received under the Company’s non-employee director compensation policy if he had been a non-employee director as of the date of the Company’s most recent annual meeting on May 12, 2026. As a non-employee member of the Board, Mr. Christensen will be eligible to receive cash compensation and equity awards consistent with the Company’s Non-Employee Director Compensation Policy as in effect from time to time.

The foregoing description of the Separation Agreement does not purport to be complete and is qualified in its entirety by reference to the Separation Agreement, a copy of which will be filed with the Company’s Quarterly Report on Form 10-Q for the quarter ending June 30, 2026.

Appointment of Robert Peterson as Interim Chief Executive Officer and Director

Concurrently, the Board appointed Robert Peterson, current Chief Financial Officer and Chief Business Officer of BioTE, as Interim Chief Executive Officer of BioTE to fill the vacancy created by Mr. Christensen’s resignation, and as a director of the Board, each effective June 8, 2026 (the “Effective Date”). Mr. Peterson will serve as Interim Chief Executive Officer of BioTE until such time as his successor is duly elected and qualified (including if Mr. Peterson is appointed as non-interim Chief Executive Officer), or until his earlier death, resignation or removal. On the Effective Date, Mr. Peterson will become BioTE’s principal executive officer in addition to continuing in his role as principal financial officer. The terms of Mr. Peterson’s compensation as Interim Chief Executive Officer have not yet been determined.

In connection with Mr. Peterson’s appointment to the Board, the Board increased its size to eight (8) directors. Beginning on the Effective Date, Mr. Peterson will serve as a Class I director until the Company’s 2029 Annual Meeting of Stockholders, and until such time as his successor is duly elected and qualified, or until his earlier death, resignation or removal.

Appointment of Executive Chairman

On June 1, 2026, the Board appointed Marc Beer as Executive Chairman of the Board, effective June 8, 2026.

In connection with his appointment as Executive Chairman of the Board, Mr. Beer and BioTE entered into a Services Agreement, dated June 2, 2026 (the “Services Agreement”). Under the Services Agreement, Mr. Beer will receive an annual base compensation of \$521,200, and he is eligible to earn an annual performance bonus of up to 85% of his base compensation. Mr. Beer will also be granted a stock option award to purchase 114,157 shares of common stock of the Company. If Mr. Beer’s Services Agreement is terminated by the Company without cause or he resigns for certain good reason, in either case within 1 month prior to or 12 months following the effective date of a change in control of the Company, and subject to his execution of an effective release of claims against BioTE and the Company, BioTE will continue to pay Mr. Beer, for the 18 month period following such termination date, a monthly amount equal to the sum of 1/12th of his then-current base compensation plus 1/12th of his annual target bonus. BioTE will also pay, or reimburse, premiums for Mr. Beer and any eligible dependents under COBRA (or analogous state law) for up to 18 months following such termination without cause or resignation for good reason. In addition, the unvested portion of all time-based equity awards granted to Mr. Beer on or after the date of the Services Agreement will become fully vested and, if applicable, exercisable.

The biography for Mr. Beer is contained in the Company’s definitive proxy statement, filed with the U.S. Securities and Exchange Commission on April 2, 2026. There are no arrangements or understandings between Mr. Beer and any other persons pursuant to which he was appointed to Executive Chairman of the Board, there are no family relationships between Mr. Beer and any of the Company’s directors or other executive officers and there are no transactions between Mr. Beer and the Company that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On May 28, 2026, the Company issued a press release with respect to the management changes described in Item 5.02 of this Current Report on Form 8-K. A copy of the Company’s press release is being furnished as Exhibit 99.1 to this Form 8-K. The exhibit attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|------------------------|---|
| 99.1 | Press Release dated May 28, 2026. |
| 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/ Robert Peterson

Name: Robert Peterson

Title: Chief Financial Officer

Date: June 2, 2026



Biote Names Bob Peterson, Current Chief Financial and Chief Business Officer, as Interim CEO

Bret Christensen Stepping Down as CEO for Family and Personal Reasons, Remains a Director

Company Reaffirms Full Year 2026 Guidance

IRVING, TX—(BUSINESS WIRE)—May 28, 2026—Biote (NASDAQ: BTMD), a leader in innovative hormone optimization and healthy aging solutions that advance the healthspan of our practitioners' patients, today announced that Bob Peterson, Chief Financial Officer and Chief Business Officer, has been named Interim Chief Executive Officer and Director, effective June 8, 2026. Bret Christensen is stepping down from his role as Chief Executive Officer and will continue to serve on the Company's Board of Directors. In addition, Marc Beer, Biote's Chairman, will assume the role of Executive Chairman.

Commenting on the leadership transition, Marc Beer said, "The Board respects Bret's decision to step down for family and personal reasons and remains focused on maintaining disciplined operational execution and continued strategic progress. We are fortunate to have significant bench strength in Bob Peterson, who was recently promoted to an expanded role of Chief Business Officer in addition to his responsibilities as Chief Financial Officer. Bob has played an integral role in the Company's financial strategy, operational scaling, and integration of Asteria Health. Bob's appointment reflects the Board's confidence in Bob, his capacity to take on greater leadership and his deep knowledge of our operations, strategy and growth priorities. The Board is confident he will provide continuity and clear direction as he leads the Company forward."

Mr. Peterson commented, "I appreciate the confidence of our Board of Directors and am honored to lead our talented team as we pursue our collective goal of becoming the leading provider of evidence-based therapeutic wellness solutions. Over the past twelve months, we have strengthened our commercial organization, expanded our sales team, and enhanced our practitioner support. Through these initiatives, Biote has laid a solid foundation to support sustainable, long-term profitable growth. The Company will continue to advance operational and organizational initiatives already underway to further strengthen scalability, cross-functional execution and long-term growth."

Mr. Beer added, "On behalf of the Board, I want to thank Bret for his strong leadership during an important period of organizational evolution that strengthened the Company's commercial and operational capabilities. Bret's leadership has been instrumental during this period, and we are grateful for his continued expertise and insights as a member of the Board."

Mr. Christensen stated, "It has been a privilege to lead Biote during such an important period for the Company and I am proud of the progress our team has made. While stepping away as CEO was not an easy decision, after thoughtful consideration, this is the right time for me to return to Utah and prioritize family and personal matters. I remain confident in the Company's strategy, leadership team and commercial strength and future direction, and I look forward to continuing to support Biote as a member of the Board of Directors."

Biote reaffirmed its full year 2026 guidance for revenue above \$190 million, Adjusted EBITDA above \$38 million, and a return to procedure revenue growth in the second half of this year

The Board of Directors has retained an executive search firm to assist with the identification and evaluation of CFO candidates.

About Biote

Biote advances the healthspan of our Practitioners' patients by providing innovative hormone optimization and healthy aging solutions. Through our network of Biote certified providers, we collaborate with leading clinicians to restore vitality and promote vibrant aging.

Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Some of the forward-looking statements can be identified by the use of forward-looking words. Statements that are not historical in nature, including the words "may," "can," "should," "will," "outlook," "estimate," "plan," "project," "forecast," "intend," "expect," "anticipate," "hope," "believe," "seek," "target," "continue," "could," "might," "ongoing," "potential," "predict," "would" and other similar expressions, are intended to identify forward-looking statements. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual results or developments to differ materially from those expressed or implied by such forward-looking statements, including but not limited to: risks associated with management transitions and the ability of new leadership to execute on the Company's strategic priorities; our investment in our sales and technology capabilities and its anticipated benefits on our business; anticipated benefits and successful execution of our organizational restructuring; the success of our dietary supplements to attain significant market acceptance among clinics, practitioners and their patients; our customers' reliance on certain third parties to support the manufacturing of bio-identical hormones for prescribers; our and our customers' sensitivity to regulatory, economic, environmental and competitive conditions in certain geographic regions; our ability to increase the use by practitioners and clinics of the Biote Method at the rate that we anticipate or at all; our ability to grow our business; the significant competition we face in our industry; the impact of strategic acquisitions and the implementation of our growth strategies; our ability to protect our intellectual property; the heavy regulatory oversight in our industry; changes in applicable laws or regulations; changes to international tariffs, U.S. trade policy or similar government actions; geopolitical tensions; the inability to profitably expand in existing markets and into new markets; the possibility that we may be adversely impacted by other economic, business and/or competitive factors, including the impact of hurricanes and other natural disasters; and future exchange and interest rates. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and other risks and uncertainties described in the "Risk Factors" section of Biote's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the Securities and Exchange Commission (the "SEC") on March 13, 2026, and other documents filed by Biote from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Biote assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Biote does not give any assurance that it will achieve its expectations.

Investor Relations:

Eric Prouty
AdvisIRy Partners
eric.prouty@advisiry.com

Media:

Press@biote.com