

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Roystone Capital Management LP</u>  (Last) (First) (Middle) 767 THIRD AVENUE 29TH FLOOR  (Street) NEW YORK NY 10017  (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)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/09/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock, par value \$0.0001 per share	06/09/2023		J		99,372	A	(2)	3,070,938	I	See footnote <sup>(1)</sup>

**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
Warrants	(2)	06/09/2023		J		432,055		(2)	(2)	Class A common stock, par value \$0.0001 per share	(2)	(2)	0	I	See footnote <sup>(1)</sup>

1. Name and Address of Reporting Person\*  
Roystone Capital Management LP  
 (Last) (First) (Middle)  
 767 THIRD AVENUE  
 29TH FLOOR  
 (Street)  
 NEW YORK NY 10017  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Roystone Capital Holdings LLC  
 (Last) (First) (Middle)  
 767 THIRD AVENUE  
 29TH FLOOR  
 (Street)  
 NEW YORK NY 10017  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Guines LLC

(Last) (First) (Middle)

767 THIRD AVENUE  
29TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Barrera Richard R

(Last) (First) (Middle)

767 THIRD AVENUE  
29TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

**Explanation of Responses:**

1. The reported securities are owned directly by Guines LLC ("Guines") and may be deemed to be indirectly beneficially owned by (i) Roystone Capital Management LP ("Roystone"), the investment adviser to Guines (ii) Roystone Capital Holdings LLC ("Holdings"), the general partner of Roystone and (iii) Richard Barrera, the managing member of Holdings. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
2. The reported warrants were exchanged for shares of Class A Common Stock pursuant to an exchange offer from the Issuer. Each warrant holder whose warrants were exchanged pursuant to the exchange offer received 0.23 shares of the Issuer's Class A Common Stock for each warrant tendered by such holder and exchanged. No fractional shares of Class A Common Stock were issued pursuant to the exchange offer, with fractional shares paid in cash (without interest). The foregoing description of the exchange offer does not purport to be complete and is subject to, and qualified in its entirety by, the S-4 of the Issuer filed on May 9, 2023, which is incorporated herein by reference.

Roystone Capital Management  
LP, By: Roystone Capital  
Holdings LLC, its general 06/23/2023  
partner By: /s/ Laura Roche,  
Chief Financial Officer  
Roystone Capital Holdings  
LLC, By: /s/ Richard Barrera, 06/23/2023  
Managing Member  
Guines LLC, By: /s/ Richard  
Barrera, Managing Member 06/23/2023  
/s/ Richard Barrera 06/23/2023

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**