

OMB APPROVAL	
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**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

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>Haymaker Sponsor III LLC</u>			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) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/26/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
<u>501 MADISON AVENUE, FLOOR 5</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>NEW YORK</u>	<u>NY</u>	<u>10022</u>						
(City)	(State)	(Zip)							

**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	05/26/2022		M		7,937,500	A	\$0.00	7,937,500	D <sup>(3)</sup>	
Class A Common Stock	05/26/2022		J <sup>(2)</sup>		800,000	D	\$0.00	7,137,500	D <sup>(3)</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	Amount or Number of Shares				
Class B Common Stock	(1)	05/26/2022		C			7,937,500	(1)	(1)	Class A Common Stock	7,937,500	\$0.00	0	D <sup>(3)</sup>	
Private Placement Warrants	\$11.5	05/26/2022		A <sup>(4)</sup>		5,566,666		06/25/2022	05/26/2027	Class A Common Stock	5,566,666	\$1.5	5,566,666	D <sup>(3)</sup>	

**Explanation of Responses:**

- On May 27, 2022, Haymaker Acquisition Corp. III ("Haymaker" and the former name of biote Corp.) consummated its initial business combination (the "Business Combination") with BioTE Holdings, LLC. In connection with the consummation of the Business Combination, each share of Class B common stock, par value \$0.0001 per share, of Haymaker automatically converted into one share of Class A common stock, par value \$0.0001 per share, of biote Corp. ("biote Corp. Class A Common Stock").
- On May 27, 2022, Haymaker Sponsor III LLC (the "Sponsor") transferred an aggregate of 800,000 shares of biote Corp. Class A Common Stock previously held by the Sponsor to certain transferees.
- These securities are held by the Sponsor. Mr. Steven J. Heyer and Mr. Andrew R. Heyer are the managing members of the Sponsor and jointly have voting and dispositive power of the securities held by the Sponsor. Accordingly, Messrs. Heyer and Heyer may be deemed to have or share beneficial ownership of such securities. Messrs. Heyer and Heyer disclaim beneficial ownership of the securities held by the Sponsor, except to the extent of any pecuniary interest therein.
- The private placement warrants are reported as acquired for purposes of Section 16 of the Securities Exchange Act of 1934 concurrent with the closing of the Business Combination (the "Closing"), because, pursuant to their terms, their exercise was not within the control of the Reporting Person until the Closing. Each private placement warrant is exercisable for one share of biote Corp. Class A Common Stock at an exercise price of \$11.50 per share, subject to certain adjustments. The private placement warrants may be exercised commencing 30 days after the Closing and expire five years after the Closing or earlier upon redemption or liquidation. The private placement warrants consist of 5,566,666 private placement warrants purchased by the Sponsor in a private placement from Haymaker simultaneously with the consummation of Haymaker's initial public offering.

**Remarks:**

/s/ Andrew R. Heyer, as  
Managing Member of Haymaker Sponsor III LLC 05/31/2022

\*\* 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.