

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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. Date of Event Requiring Statement (Month/Day/Year) 01/09/2023	3. Issuer Name and Ticker or Trading Symbol <u>biote Corp.</u> [BTMD]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A common stock, par value \$0.0001 per share	2,596,566	I	See Footnote ⁽¹⁾
Sponsor Earnout Shares	117,330 ⁽²⁾⁽³⁾	I	See Footnote ⁽¹⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant	06/25/2022	05/26/2027	Class A common stock, par value \$0.0001 per share	432,055 ⁽⁴⁾	11.5	I	See Footnote ⁽¹⁾

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 and warrants 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 Sponsor Earnout Shares are shares of Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock") that are subject to certain triggering events. One third of the Sponsor Earnout Shares will vest upon the occurrence of each of the following events: (i) the first time, prior to May 26, 2027 (the "Earnout Deadline"), the VWAP equals or exceeds \$12.50 per share for 20 consecutive trading days of any 30 consecutive trading day period following the Closing, (ii) the first time, prior to the Earnout Deadline, the VWAP equals or exceeds \$15.00 per share for 20 trading days of any 30 consecutive trading day period following the Closing, and (iii) the first time, prior to the Earnout Deadline, the VWAP equals or exceeds \$17.50 per share for 20 trading days of any 30 consecutive trading day period following the Closing.

3. (Continued from Footnote 2) If a definitive agreement with respect to a Change of Control is entered into on or prior to the Earnout Deadline, then effective as of immediately prior to closing of such Change of Control, unless previously vested pursuant to clauses (i) through (iii) of the preceding sentence, the Sponsor Earnout Shares will vest. The foregoing description of the Sponsor Earnout Shares does not purport to be complete and is subject to and qualified in its entirety by reference to the Issuer's 424B4 filed on January 6, 2023, which is incorporated by reference.

4. The reported warrants are each exercisable for one share of Class A Common Stock. The foregoing description of the warrants does not purport to be complete and is subject to and qualified in its entirety by reference to the Private Placement Warrants Purchase Agreement, dated March 1, 2021, incorporated as Exhibit 10.5 to the Issuer's 8-K filed on March 5, 2021, which is incorporated by reference.

[Roystone Capital Management LP](#) By: [Roystone Capital Holdings LLC, its general partner](#) 02/17/2023
By: [/s/ Laura Roche](#)

[Roystone Capital Holdings LLC](#), By: [/s/ Richard Barrera, Managing Member](#) 02/17/2023

[Guines LLC](#), By: [/s/ Richard Barrera, Managing Member](#) 02/17/2023
By: [/s/ Richard Barrera](#) 02/17/2023

** 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 5 (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.