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): June 8, 2022

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 re	egistered pursuant to Section 12(b) of the A	ct:						
Title of each class Class A common stock, par value \$0.0001 per		Trading Symbols	Name of each exchange on which registered					
		BTMD	The Nasdaq Stock Market LLC					
one share	s, each whole warrant exercisable for of Class A common stock, each at an ercise price of \$11.50 per share	BTMDW	The Nasdaq Stock Market LLC					
Check the a provisions:	11 1	ended to simultaneously satisfy the filing obli	igation of the registrant under any of the following					
	Written communication pursuant to Rule	425 under the Securities Act (17 CFR 230.42	5)					
	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))							
	check mark whether the registrant is an em Rule 12b-2 of the Securities Exchange Act		5 of the Securities Act of 1933 (§230.405 of this					
Emerging g	rowth 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 2.02. Results of Operations and Financial Condition.

biote Corp. (the "Company") is furnishing on Exhibit 99.1 attached hereto unaudited quarterly financial results for 2021 of BioTE Holdings, LLC, ("Biote") for investors and analysts of the Company. The information furnished on Exhibit 99.1 represents a supplemental presentation of unaudited financial information and is not intended to replace the financial information presented in (i) the audited consolidated financial statements of Biote and its subsidiaries and the related notes thereto as of December 31, 2021 and 2020 and for the years ended December 31, 2021, 2020 and 2019 or (ii) the unaudited condensed consolidated financial statements of Biote and its subsidiaries for the three months ended March 31, 2021 and 2022, presented in the Company's Current Report on Form 8-K filed with the SEC on June 2, 2022. The information in this Item 2.01 (including Exhibit 99.1) shall not be deemed to be "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 1993, as amended (the "Securities Act") or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 7.01. Regulation FD Disclosure.

On June 8, 2022, the Company posted an investor presentation to the Investor Relations section of its website www.biote.com, in connection with a presentation that its executives made at an investor conference and various investor meetings. A copy of the investor presentation is being furnished as Exhibit 99.2 to this Current Report on Form 8-K.

The information furnished in this Item 7.01 (including Exhibit 99.2) is not deemed to be "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. This information will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

By furnishing the information contained herein, the Company makes no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD. The information contained in the investor presentation furnished as Exhibit 99.2 is summary information that is intended to be considered in the context of the Company's Securities and Exchange Commission ("SEC") filings and other public announcements that the Company may make, by press release or otherwise, from time to time. The Company undertakes no duty or obligation to publicly update or revise the information contained in this presentation, although it may do so from time to time. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

 Exhibit No.
 Description

 99.1
 Biote Unaudited Quarterly Financial Results for 2021.

 99.2
 Investor Presentation.

 104
 Cover Page Interactive Data File (embedded within the Inline XBRL document).
 SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

biote Corp.

By: /s/ Teresa S. Weber
Name: Teresa S. Weber
Title: Chief Executive Officer

Date: June 9, 2022

BioTE Holdings, LLC

Unaudited Quarterly Financial Results for 2021

biote Corp. (the "Company") is furnishing the following tables which set forth supplemental unaudited financial information of BioTE Holdings, LLC and its subsidiaries ("Biote") for the periods and as of the dates indicated. This supplemental presentation of unaudited financial information is not intended to replace the financial information presented in (i) the audited consolidated financial statements of Biote and its subsidiaries and the related notes thereto as of December 31, 2021 and 2020 and for the years ended December 31, 2021, 2020 and 2019 or (ii) the unaudited condensed consolidated financial statements of Biote and its subsidiaries for the three months ended March 31, 2021 and 2022, presented in the Company's Current Report on Form 8-K filed with the SEC on June 2, 2022. Investors should refer to the notes to the financial statements included with such filings.

Biote Holdings, LLC CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME (in thousands, except share and per share amounts) (Unaudited)

	Three Months Ended,									
	Ma	rch 31,	Jı	ıne 30,	Sep	tember 30,	De	cember 31,	2	021
Revenue										
Product revenue	\$ 3	31,193	\$	34,307	\$	35,119	\$	36,979	\$13	37,598
Service revenue		350		443		448		557		1,798
Total Revenue	3	31,543		34,750		35,567		37,536	13	19,396
Cost of revenue										
Cost of products	1	10,877		11,019		11,600		12,802	4	16,298
Cost of services		484		621		690		724		2,519
Total cost of revenue		11,361		11,640		12,290		13,526	4	18,817
Commissions		577		464		566		449		2,056
Marketing		749		1,059		1,417		1,683		4,908
Selling, general & administrative		9,463		11,327		12,311		15,953	4	19,054
Income from operations		9,393		10,260		8,983		5,925	3	34,561
Other income (expense)										
Interest expense		(492)		(425)		(384)		(372)	((1,673)
Other income		4		4		5		4		17
Total other expense		(488)		(421)		(379)		(368)		(1,656)
Income before provision for income taxes		8,905		9,839		8,604		5,557	3	32,905
Income tax expense		64		78		67		77		286
Net income	\$	8,841	\$	9,761	\$	8,537	\$	5,480	\$ 3	32,619
Other comprehensive income:										
Foreign currency translation adjustments		(9)		10		(15)		(3)		(17)
Other comprehensive income (loss)		(9)		10		(15)		(3)		(17)
Comprehensive income	\$	8,832	S	9,771	\$	8,522	\$	5,477	\$ 3	32,602
Earnings per common unit Class A, AA, and AAA basic and diluted	\$	9.02	\$	9.96	\$	8.71	\$	5.59		33.29
Weighted average common units outstanding Class A, AA, and AAA basic and diluted	97	79,800	9	79,800		979,800		979,800	97	79,800

Non-GAAP Financial Measures

The supplemental financial information includes financial data not prepared in accordance with generally accepted accounting principals ("non-GAAP financial measures"). A reconciliation of the non-GAAP financial measures to financial information prepared in accordance with generally accepted accounting principals ("GAAP"), as required by Regulation G, is included. Biote is providing disclosure of the reconciliation of reported non-GAAP financial measures used in the supplemental information to its comparable financial measures on a GAAP basis. Biote uses adjusted EBITDA as an alternative measure to evaluate its operational performance. We calculate adjusted EBITDA by excluding from Net Income: Interest expense; depreciation and amortization expenses; and income taxes. Additionally, we exclude certain expenses we believe are not indicative of our ongoing operations or operations or operational performance. For the periods presented these include: costs incurred in pursuing the business combination agreement with Haymaker; litigation costs incurred not within the normal course of business; cost associated with the company's founder; and severance related costs. Biote believes that non-GAAP financial information, when taken collectively, may be helpful to analysts and investors because it provides consistency and comparability with past financial performance. However, non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in insolution or as a substitute for financial information presented in accordance with GAAP. In addition, other companies, including companies in Biote's industry, may calculate similarly titled non-GAAP measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of Biote's non-GAAP financial measures as tools for comparison. Investors are encouraged to review the reconciliation, and not to rely on any single financial measure to evaluat

Biote Holdings, LLC RECONCILIATION OF NON-GAAP AND GAAP FINANCIAL MEASURES

(in thousands, except share and per share amounts) (Unaudited)

		Three Months Ended,							
	March 31,	June 30,	September 30,	December 31,	2021				
Net income	\$ 8,841	\$ 9,761	\$ 8,537	\$ 5,480	\$32,619				
Interest expense	492	425	384	372	1,673				
Income tax expense	64	78	67	77	286				
Depreciation and amortization	322	333	332	413	1,400				
Transaction costs		135	679	1,243	2,057				
Other expenses		115	222	1,532	1,869				
Adjusted EBITDA (Non-GAAP)	\$ 9,719	\$10,847	\$ 10,221	\$ 9,117	\$39,904				



Disclaimer

Certain statements in this Presentation may be considered "forward-looking statements" within the meaning of the provisions of the United States Private Securities Litigation Reform Act of 1995, Forward-looking statements generally relate to future events of BioTE Holdings, LLC's ("BioTE" or the "Company") fruit framerial or operating performance. For example, projections of future revenue and other metrics are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expect", "intend", "will," "estimate", "anticipate", "believe", "predict", "project", "arapet", "plan", "potential" or "continue", or the negatives of these terms or variations of them or similar terminology. Such forward-looking statements based on current expectations, assumptions, estimates and projections about our business and our industry, and are not limited to: the ability of the Biote Method and our Biote-branded dietary supplements to attain significant market acceptance among clinics, practitioners and their patients; failure by our outsourcing facilities to adequately perform their obligations; our reliance on third parties to support the manufacturing of bio-identical hormonics for prescribers; our Biote-certified practitioners and biote partnered clinics being concentrated in certain geographic regions, making us sensitive to regulatory, economic, environmental and competitive conditions in those regions; the frequency of use by practitioners and entire and properlate partnering and inadequate training leading to negative patient outcomes; continuing development of our training, which depends upon maintaining strong working relationships with Biote-certified practitioners and other medical personnel; our ability to complete effectively; our limited history operating a practice-building business for practitioners in the hormone optimization space, which may make it difficult for an investor to evaluate the success of our business to date and to assesse our future vi

These forward-looking statements are based upon estimates and assumptions that are inherently uncertain. Nothing in this Presentation should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward-looking statements will be achieved. You are cautioned not to place undue reliance on forward-looking statements. The Company undertakes no obligation to update or revise any forward-looking statements contained in this release, whether as a result of new information, future events or otherwexcept as required by applicable law.

Financial Information; Non-GAAP Financial Measures

This Presentation includes certain financial measures not presented in accordance with generally accepted accounting principles ("GAAP") including, but not limited to, EBITDA and EBITDA and EBITDA Margin. These non-GAAP financial measures are not measures of financial performance in accordance with GAAP and may exclude items that are significant in understanding and assessing the Company's financial results. Therefore, these measures should not be considered in isolation or as an alternative to net income, cash flows from operations or other measures of profitability, liquidity or performance under GAAP. You should be aware that the presentation of these measures may not be comparable to similarly-titled measures used by other companies.

The Company believes these non-GAAP measures provide useful information to management and investors regarding certain financial and business trends relating to the Company's financial condition and results of operations. The Company believes that the use of these non-GAAP financial measures to investors to use in evaluating ongoing operating results and trends in and in comparing its financial results with other similar companies, many of which present similar non-GAAP financial measures to investors. These non-GAAP financial measures are subject to in they reflect the exercise of judgments by management about which expense and income are excluded or included in determining these non-GAAP financial measures.

This Presentation also includes certain projections of non-GAAP financial measures. Due to the high variability and difficulty in making accurate forecasts and projections of some of the information excluded from these projected measures, together with some of the excluded information not being ascertainable or accessible, the Company is unable to quantify certain amounts that would be required to be included in the most directly comparable GAAP financial measures without unreasonable effort. Consequently, no disclosure of estimated comparable GAAP measures is included and no reconciliation of the forward-looking non-GAAP financial measures is included.

netary amounts, percentages and other figures included in this Presentation have been subject to rounding adjustments. Certain other amounts that appear in this Presentation may not sum due to rounding

This Presentation contains financial forecasts with respect to the Company's projected financial results, including Revenue, EBITDA and EBITDA Margin. The Company's independent auditor, reviewed, compiled or performed any procedures with respect to the projections for the purpose of their inclusion in this Presentation, and accordingly, it did not express an opinion or provide any other form of assurance with respect thereto for the purpose of this Presentation. These projections should not be relied upon as being necessarily indicative of future results. The assumptions and estimates underlying the prospective financial information are inherently uncertain and are subject to a wide variety of significant business, economic and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the prospective financial information. Accordingly, there can be no assurance that the prospective results are indicative of the future performance of the Company's or that actual results will not differ materially from those presented in the prospective financial information in this Presentation should not be regarded as a representation by any person that the results contained in the prospective financial information will be achieved.

This Presentation includes certain information and statistics obtained from third-party sources. The Company has not independently verified the accuracy or completeness of any such third-party information

This Presentation shall not constitute an offer to sell or a solicitation of an offer to buy the securities of Biote, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction.

biote

Transforming Healthy Aging

• Innovative, personalized hormone therapy delivered by Biotecertified providers with 10-year track record of patient satisfaction

- High-growth, profitable, health & wellness company with continued growth potential in the US and globally
- Commercial expertise with 5,300+ Biote-certified providers (~2% of addressable market) treating 300,000+ active patients
- Proprietary treatment program and protocols with high barriers to entry

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• 90% clinic retention rate with annuity-like, cash-pay business model



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Biote's Numbers Speak for Themselves

\$160M—\$166M

2022E Revenue \$46M-\$50M

2022E EBITDA

~20%

2020A – 2022E Net Revenue CAGR ~20%

2020A - 2022E EBITDA CAGR ~29%

2022E EBITDA Margin

300k+

Active Patients of Providers

90%

Clinic Retention Rate 5,300+

Providers Treating
Patients in 2,800+ Clinics

biote

- >11x Next-Largest Competitor⁽¹⁾
- \$7bn+ Hormone Replacement Therapy Market
- Accelerated Growth
- Exceptional Margins
- Asset-Light
- Loyal Customer Base

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Published publicly available data on providers.
 Market Data Forecast, North America HRT Market Size

Reflects preliminary estimates from Company Management. Actual results may differ materially from these estimates. Estimates should not be viewed as a substitute for our full annual financial statements, and are not necessarily indicative of the results to be expected for any future period.

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How Hormone Deficiency is Related to Risky and **Debilitating Diseases**

Hormone Deficiency Symptoms(1)

After the age of 40, many of us begin to face these...



- Low energy Irritability
- Insomnia
- Depression
- Decreased libido
- Hot flashes / sweats
- Brain fog
- Bladder problems

Related Diseases

People with hormone deficiency are at increased risk of...

- Heart disease⁽²⁾⁽³⁾
- Breast cancer⁽⁴⁾⁽⁵⁾
- Osteoporosis⁽⁶⁾
- Neurodegenerative disease (Alzheimer's, Parkinson's, Huntington's)(7)





Hormone Therapy is Proven to Provide Symptom Relief

Symptom Pre	evalence ⁽¹⁾ (%)	Complete Relief ⁽¹⁾ (%)	Change in Symptom Severity ⁽²⁾ (%)
Hot flashes / sweats	81.7	90.8	↓ 69
Insomnia	73.5	61.4	↓ 62
Dyspareunia	50.0	71.6	↓ 76
Loss of libido	83.3	67.0	4 73
Irritability	84.2	73.3	↓ 66
Depression	79.2	75.8	↓ 68
Lethargy	75.0	65.9	↓ 66

(1) Cardozo et al, Am J OB/GYN, 1984. (2) Glaser et al, Maturitas 2011.

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Hormone Deficiency Affects 200M Americans with ~80% Untreated

Addressable Patient Population



Female

- Women's estradiol levels decline 67% from the mid 40s to the mid 50s⁽³⁾
- ~47M women affected with menopausal symptoms (75% of women over age 50)⁽⁴⁾
- 28% undergo HRT (13M), 31% of those undergo bHRT (4M)⁽⁵⁾

Male

- Men experience a 44% reduction of testosterone between ages 30 and 74⁽⁶⁾
- 20M men over age 45 are affected by hypogonadism and 10-12% of those affected undergo testosterone treatment⁽⁷⁾



Hormone Replacement Therapy \$7bn+ +7% CAGR⁽⁸⁾

Bioidentical pellet therapy, integrated nutraceuticals

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(1) Assumes 50.50 ratio of menwomen. (2) Untreated hormone deficiency, NAMS Survey, 2015 & HINDAWI Journal of Hormones (3) J Clin Endocrinol Metab, March 2011. (4) 2019 Census Data Estimate & Health Qual Life Outcomes, 2005

5) Cleveland Clinic, 2018 7) International Journal of Clinical Practice, 2006 & HINDAWI Journal of Hormones. 8) Market Data Forecast, North America HRT Market Size



Biote Offers Providers a Convenient Hormone Therapy Solution in a Clinical Setting





Over-the-Counter Pills

- × Not medically prescribed
- × One-size-fits all approach
- × Self-administered
- × Risk of inconsistent compliance



Prescription Creams, Patches, Pills, Injectables

- × Over-the-counter or medically prescribed
- × Dosages vary by application
- × Self-administered
- Risk of inconsistent compliance



Complementary Portfolio of Treatments for Providers to Address Clear Consumer Health Needs



Biote Method

- Proprietary BioTracker Practice Management Software
- **Unparalled** medical training and practice certification
- Best-in-Class digital and point-of-care marketing support
- Robust database of 2.5 million provider patient insertions

Nutraceuticals

- Dietary supplements that are supportive to patients undergoing pellet therapy performed by providers
- High-tech cosmeceuticals and peptide cosmeceuticals
- Key supplements that focus on foundational health for all
- Nutras accounted for ~20% of revenue in 2021





(1) Other revenue includes revenues from Trocar, Training and Shipping

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effects preliminary estimates from Company Management. Actual results may differ materially from these estimates. Estimates should not be viewed as a substitute for our full annual financia



Scaled Market Leader with Differentiated Provider **Business Model and Unparalleled Operating Experience**



Sales



Marketing



Training



Customer Support Staff

- 80+ national field sales team
- 9 regional teams
- 5 corporate sales operations
- . Ongoing professional training
- In-house full-service marketing and analytics capabilities
- Omnichannel expertise
- All tactical execution handled internally
- Media buying capabilities across all digital channels
- 1 national training center
- 5 regional training centers
- 7 medical advisors
- 10 clinical faculty
- 69 experienced mentors
- 10+ in-house customer support professionals
- 6 physicians on therapy hot-line

Research Commitment with the Support of Biote-Certified Providers

Breast Cancer Study(1)

- · Published 9-year retrospective review
- Demonstrated testosterone is breast protective, particularly when delivered by subcutaneous pellet therapy
- Testosterone and/or Testosterone/Estradiol delivered subcutaneously significantly reduced the incidence of breast cancer

Safety Study⁽²⁾

- · Review of 7 years of data from 2012-2019
- · Identified adverse events for males and females who underwent subcutaneous pellet therapy
- Overall complication rate was <1%

(1) Based on Biote-certified clinician data. Published in European Journal of Breast Health

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(2) Based on Biote-certified clinician data. Published in Therapeutic Advances in Endocrin



Biote Has An Exceptional Financial Profile

Financial Summary





Key Stats

300k+

Active Patients of Providers on Therapy

20%

'20-'22 Revenue CAGR

~29% EBITDA

2022E Margin

90%

Clinic Retention Rate

\$160M—166M \$46M—50M

2022E Revenue / EBITDA 5,300+

Providers in 2,800+ Clinics Treating Patients

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Q1-2022 Performance on Track



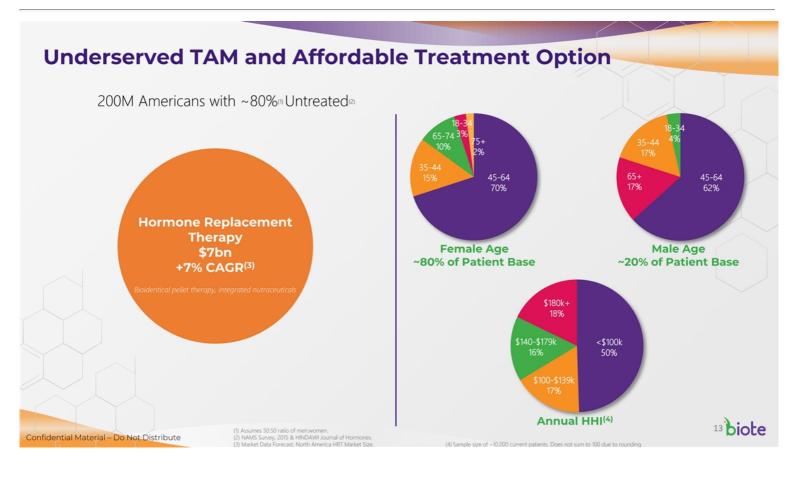
Biote Reports First Quarter 2022 Financial Results and Provides Corporate Update

Company accelerates expansion and reiterates 2022 guidance

Key Highlights:

- ✓ Net sales of \$37 million in the quarter, an 18% increase YoY
- ✓ First quarter procedural revenue grew at 21.2% YoY
- ✓ Adjusted EBITDA of \$12 million, a 20% increase YoY
- ✓ Management reiterates its 2022 guidance:
 - \$160-166 million in revenue and \$46-50 million in adjusted EBITDA.

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Biote's End-to-End Practice-Building Platform Drives Clinic Success and Differentiates the Brand

Biote Proprietary Business Model























Didactic and Clinical Certification Training Proprietary Practice Management Software Clinical Decision Support System Access to High Quality Dietary Supplements Practice Training and Support

Practice Retention

Biote's Competitive Moat

- ✓ Biote-trained clinic network is ~11x larger⁽¹⁾ than that of the closest competitor in a highly fragmented market
- ✓ 2.5M+ procedures performed by Biote-certified providers help us **continue to refine** our platform
- ✓ **Digital transformation** enables business innovation and best-in-class marketing tech

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(1) Data on file.

Compelling Value Proposition for Providers



Annual Certified Clinic Financials

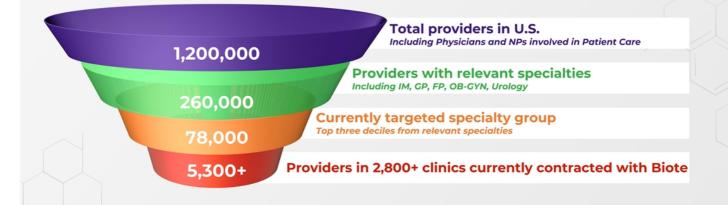
	Revenue per Procedure		Average Procedures		Procedure Revenue		Ancillary Revenue		Clinic Revenue
Average Clinic	\$240	x	310	=	\$74,400	+	\$25,215	=	\$99,615

Achieving average clinic performance requires ~25 procedures a month or 6 – 7 procedures per week

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Proven Model Poised for Significant Growth

Opportunity to expand our universe of targeted providers





Geographic Scalability

Geographic scalability of the business is both predictable and capital efficient with a solid base of certified providers and their patients in current core states



- Current core states include TX, OK, NM, CO, AR, LA, MS, AL, GA, FL
- By 2022, Biote grew to 5,300+ certified providers in 2,800+ clinics
- Core states generate 67% of Biote's revenue



Planned International Expansion 2023











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Impressive Financial Performance with Strong Growth, Profitability and Cash Flow





~20% 2020A - 2022E Net Revenue CAGR 67% 2022E Gross Profit Margin ~20% 2020A - 2022E EBITDA CAGR

~29% 2022E EBITDA Margin

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Exceptional Leadership Team with a Proven Track Record in Managing High Growth Businesses



Terry Weber



Marc Beer



Robb Gibbins



Joe Butler
Chief Information Officer



Cary Paulette
Vice President of Sales



Marybeth Conlon



Kevin Key



Jennifer Schimmel

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