

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 24, 2022

Haymaker Acquisition Corp. III
(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.)

501 Madison Avenue, Floor 5
New York, NY
(Address of principal executive offices)

10022
(Zip Code)

Registrant's telephone number, including area code: (212) 616-9600

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications 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-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of Class A common stock and one-fourth of one redeemable warrant	HYACU	The NASDAQ Stock Market LLC
Class A common stock, par value \$0.0001 per share	HYAC	The NASDAQ Stock Market LLC
Warrants, each whole warrant exercisable for one share of Class A common stock for \$11.50 per share	HYACW	The NASDAQ Stock Market LLC

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 5.07 Submission of Matters to a Vote of Security Holders.

On May 24, 2022, Haymaker Acquisition Corp. III, a Delaware corporation (the “Company”), held a special meeting in lieu of the 2022 annual meeting of stockholders (the “Special Meeting”). At the Special Meeting, a total of 30,043,046 (75.7%) of the Company’s issued and outstanding shares of common stock held of record as of April 27, 2022, the record date for the Special Meeting, were present either in person (including by virtual presence online at the Special Meeting) or by proxy, which constituted a quorum. The Company’s stockholders voted on the following proposals at the Special Meeting, each of which was approved and is described in more detail in the Company’s definitive proxy statement (the “Definitive Proxy Statement”) filed with the Securities and Exchange commission (the “SEC”) on May 5, 2022. The final vote tabulation for each proposal is set forth below.

1. **Business Combination Proposal.** The stockholders approved the Business Combination Agreement, dated as of December 13, 2021 (as amended, the “Business Combination Agreement”), by and among the Company, Haymaker Sponsor III LLC, a Delaware limited liability company, BioTE Holdings, LLC, a Nevada limited liability company (“Biote”), BioTE Management, LLC, a Nevada limited liability company, Dr. Gary Donovitz, in his individual capacity, and Teresa S. Weber, in her capacity as the members’ representative, and the other transactions contemplated thereby (the “Business Combination”). The final voting tabulation for this proposal was as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
28,309,471	1,422,320	311,255	0

2. **Nasdaq Proposal:** The stockholders approved, for purposes of complying with applicable listing rules of the Nasdaq Stock Market LLC (“Nasdaq”), the issuance of more than 20% of the Company’s issued and outstanding common stock (i) pursuant to the terms of the Business Combination Agreement and (ii) upon the redemption of the Retained Biote Units (as defined in the Definitive Proxy Statement) pursuant to the terms of the Biote A&R OA (as defined in the Definitive Proxy Statement), in each case, that may result in a Member (as defined in the Definitive Proxy Statement) owning more than 20% of the Company’s outstanding common stock, or more than 20% of the voting power, which could constitute a “change of control” under Nasdaq rules. The final voting tabulation for this proposal was as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
28,284,386	1,447,405	311,255	0

3. **Charter Proposal:** The stockholders approved the Company’s proposed second amended and restated certificate of incorporation (the “proposed charter”), in connection with the Business Combination. The final voting tabulation for this proposal was as follows:

Class A common stock and Class B common stock voting together:

Votes For	Votes Against	Abstentions	Broker Non-Votes
28,284,386	1,447,405	311,255	0

Class A common stock voting as a separate class:

Votes For	Votes Against	Abstentions	Broker Non-Votes
20,346,886	1,447,405	311,255	0

Class B common stock voting as a separate class:

Votes For	Votes Against	Abstentions	Broker Non-Votes
7,937,500	0	0	0

4. **Net Tangible Assets Proposal:** The stockholders approved the proposal related to certain provisions contained in the proposed charter, which will remove requirements contained in the Company’s amended and restated certificate of incorporation (as amended through the date of the Definitive Proxy Statement, the “current charter”) that limit the Company’s ability to redeem shares of Class A common stock and consummate an initial business combination if the amount of such redemptions would cause the Company to have less than \$5,000,001 in net tangible assets. The final voting tabulation for this proposal was as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
28,119,170	1,612,621	311,255	0

5. **Advisory Charter Proposals:** The stockholders approved the following proposals related to, on a non-binding advisory basis, certain material differences between the Company's current charter and the proposed charter, which were presented in accordance with the requirements of the SEC as three separate sub-proposals:

- A. To elect not to be governed by Section 203 of the DGCL. The final voting tabulation for this sub-proposal was as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
24,905,585	1,612,621	3,524,840	0

- B. To change the name of the new public entity to "biote Corp." from "Haymaker Acquisition Corp. III." The final voting tabulation for this sub-proposal was as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
25,236,417	1,612,621	3,194,008	0

- C. To, upon completion of the Business Combination, increase the authorized capital stock from 221,000,000 shares, consisting of 200,000,000 shares of Class A common stock, 20,000,000 shares of Class B common stock and 1,000,000 shares of preferred stock, to 718,000,000 shares, which would consist of 708,000,000 shares of common stock, including 600,000,000 shares of Class A common stock, 8,000,000 shares of Class B common stock, 100,000,000 shares of Class V voting stock and 10,000,000 shares of preferred stock. The final voting tabulation for this sub-proposal was as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
23,864,531	4,504,312	1,674,203	0

6. **Incentive Plan Proposal:** The stockholders approved the Incentive Plan (as defined in the Definitive Proxy Statement). The final voting tabulation for this proposal was as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
27,615,237	1,487,141	940,668	0

7. **ESPP Proposal:** The stockholders approved the ESPP (as defined in the Definitive Proxy Statement), including the authorization of the initial share reserve under the ESPP. The final voting tabulation for this proposal was as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
28,284,379	1,447,405	311,262	0

8. **Director Election Proposal:** The stockholders approved the proposal to elect seven directors to serve staggered terms on the board of directors of the Company (the "Board") until immediately following the 2023, 2024 and 2025 annual meetings of the Company's stockholders, as applicable, and until their respective successors are duly elected and qualified. The final voting tabulation for this proposal was as follows:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Stephen Powell	28,065,118	1,977,928	0
Dana Jacoby	29,731,784	311,262	0
Steven J. Heyer	28,065,118	1,977,928	0
Mark Cone	29,731,784	311,262	0
Andrew R. Heyer	25,549,313	4,493,733	0
Marc D. Beer	27,354,497	2,688,549	0
Teresa Weber	29,731,784	311,262	0

Item 7.01 Regulation FD Disclosure.

On May 24, 2022, the Company issued a press release announcing the results of the Special Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in this Item 7.01 and Exhibit 99.1 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 1993, as amended (the "Securities Act") or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated May 24, 2022.

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.

HAYMAKER ACQUISITION CORP. III

By: /s/ Christopher Bradley

Name: Christopher Bradley

Title: Chief Financial Officer

Date: May 24, 2022

Haymaker Acquisition Corp. III Announces Stockholder Approval of Business Combination with Biote

NEW YORK, May 24, 2022 (GLOBE NEWSWIRE) — Haymaker Acquisition Corp. III (Nasdaq: HYAC) (“Haymaker” or the “Company”), a publicly traded special purpose acquisition company, today announced that its stockholders voted to approve the previously announced business combination (the “Business Combination”) with Biote, and the related proposals, at Haymaker’s special meeting held on May 24, 2022. A Form 8-K disclosing the full voting results has been filed with the Securities and Exchange Commission.

The closing of the Business Combination is anticipated to take place on or about May 26, 2022. Following closing of the Business Combination, the common stock and warrants of the combined company, called “biote Corp.,” are expected to commence trading on the Nasdaq Stock Exchange under the symbols “BTMD” and “BTMDW,” respectively, on May 27, 2022.

About Biote

Biote is a woman-led company operating a high growth, differentiated medical practice-building business within the hormone optimization space. Biote trains practitioners how to identify and treat early indicators of hormone-related aging conditions.

About Haymaker Acquisition Corp. III

Haymaker Acquisition Corp. III is a blank check company formed for the purpose of effecting a business combination, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. Haymaker is led by Chief Executive Officer and Executive Chairman, Steven J. Heyer; President, Andrew R. Heyer; and Chief Financial Officer, Christopher Bradley.

Forward Looking Statements

This press release contains certain “forward-looking statements” within the meaning of the federal U.S. securities laws with respect to the proposed business combination between Haymaker and Biote, the benefits of the transaction, the anticipated timing of the transaction, the services and markets of Biote, our expectations regarding future growth, results of operations, performance, future capital and other expenditures, competitive advantages, business prospects and opportunities, future plans and intentions, results, level of activities, performance, goals or achievements or other future events. These forward-looking statements generally are identified by words such as “anticipate”, “believe”, “expect”, “may”, “could”, “will”, “potential”, “intend”, “estimate”, “should”, “plan”, “predict”, or the negative or other variations of such statements, reflect our management’s current beliefs and assumptions and are based on the information currently available to our management. 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: (i) the risk that the transaction may not be completed in a timely manner or at all, which may adversely affect the price of Haymaker’s securities; (ii) the risk that the transaction may not be completed by Haymaker’s business combination deadline and the potential failure to obtain an extension of the business combination deadline if sought by Haymaker; (iii) the failure to satisfy the conditions to the consummation of the transaction, including the satisfaction of the minimum cash amount following any redemptions by Haymaker’s public stockholders and the receipt of certain governmental and regulatory approvals; (iv) the lack of a third-party valuation in determining whether or not to pursue the proposed transaction; (v) the occurrence of any event, change or other circumstance that could give rise to the termination of the business combination agreement; (vi) the effect of the announcement or pendency of the transaction on Biote’s business relationships, operating results and business generally; (vii) risks that the proposed transaction disrupts current plans and operations of Biote; (viii) the outcome of any legal proceedings that may be instituted against Biote or Haymaker related to the business combination agreement or the proposed transaction; (ix) the ability to maintain the listing of Haymaker’s securities on a national securities exchange; (x) changes in the competitive industries in which Biote operates, variations in operating performance across competitors, changes in laws and regulations affecting Biote’s business and changes in the combined capital structure; (xi) the ability to implement business plans, forecasts and other expectations after the completion of the proposed transaction, and identify and realize additional opportunities; (xii) the risk of downturns in the market and Biote’s industry including, but not limited to, as a result of the COVID-19 pandemic; (xiii) costs related to the transaction and the failure to realize anticipated benefits of the transaction or to realize estimated pro forma results and underlying assumptions, including with respect to estimated stockholder redemptions; (xiv) the inability to complete the Truist debt financing; and (xv) risks and uncertainties related to Biote’s business, including, but not limited to, those related to regulation, its supply chain, its executive influence, its limited operating history, highly competitive markets and competition, data privacy and cybersecurity, its ability to grow, its financial condition and potential dilution, its forecasts, expansion, intellectual property, current or future litigation, capital requirements and the need for additional capital, physician training, relationships with physicians, its key employees and qualified personnel, third-party manufacturers, regulatory scrutiny of the pharmacy compounding industry, health care fraud and abuse, HIPAA, and its dietary supplement business. The foregoing list of factors is not exclusive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the “Risk Factors” section of the proxy statement and other documents filed by Haymaker 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 on which they are made, and neither Biote nor Haymaker assume any obligation to update or revise any forward-looking statements or other information contained herein, whether as a result of new information, future events or otherwise. You are cautioned not to put undue reliance on these forward-looking statements. Neither Haymaker nor Biote gives any assurance that either Haymaker or Biote, or the combined company, will achieve its expectations.

Contacts

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