

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person* <u>HEYER ANDREW R</u> (Last) (First) (Middle) <u>501 MADISON AVENUE, FLOOR 5</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>biote Corp. [BTMD]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/19/2022</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	07/19/2022		j ⁽¹⁾		5,120,344	D	\$0.00	643,643	I	See Footnote ⁽²⁾⁽³⁾
Class A Common Stock								1,373,513	D ⁽⁴⁾	

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				
Private Placement Warrants	\$11.5	07/19/2022		j ⁽¹⁾			4,072,862	06/25/2022	05/26/2027	Class A Common Stock	4,072,862	\$0.00	536,236	I	See Footnote ⁽⁵⁾
Private Placement Warrants	\$11.5							06/25/2022	05/26/2027	Class A Common Stock	957,568		957,568	D ⁽⁶⁾	

Explanation of Responses:

1. On July 19, 2022, Haymaker Sponsor III LLC ("Sponsor") distributed 7,137,500 shares of Class A common stock ("biote Corp. Class A Common Stock") and 5,566,666 private placement warrants ("Private Placement Warrants"), representing all of the securities of biote Corp. owned by the Sponsor, to its members with no consideration being paid in connection therewith (the "Distribution"). 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 had or shared beneficial ownership of such securities. Messrs. Heyer and Heyer disclaimed beneficial ownership of the securities held by the Sponsor, except to the extent of any pecuniary interest therein.

2. Includes (i) 245,201 shares of biote Corp. Class A Common Stock held by Heyer Investment Management, LLC, (ii) 61,298 shares of biote Corp. Class A Common Stock held by Harris Reid Trust, (iii) 61,298 shares of biote Corp. Class A Common Stock held by James Heyer Trust, (iv) 61,298 shares of biote Corp. Class A Common Stock held by Peter Justin Heyer Trust, (v) 61,298 shares of biote Corp. Class A Common Stock held by William Heyer Trust and (vi) 153,250 shares of biote Corp. Class A Common Stock held by the Mindy B. Heyer 2021 Grantor Retained Annuity Trust. Andrew R. Heyer is (i) a trustee of each of Harris Reid Heyer Trust, James Heyer Trust, Peter Justin Heyer Trust, and William Heyer Trust; and (ii) the managing member of Heyer Investment Management, LLC, and has voting and dispositive power of the securities held by such entities. Accordingly, Andrew R. Heyer may be deemed to have or share beneficial ownership of such securities. In addition, Andrew R. Heyer's spouse is the sole

3. (Continued Footnote 2) trustee, grantor and recipient of annuity payments of the Mindy B. Heyer 2021 Grantor Retained Annuity Trust. Andrew R. Heyer disclaims beneficial ownership of the securities held by the Mindy B. Heyer 2021 Grantor Retained Annuity Trust, and the filing of this report should not be deemed an admission that Andrew R. Heyer is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

4. Includes 1,373,513 shares of biote Corp. Class A Common Stock held directly by Andrew R. Heyer. Represents a change in the form of ownership of Andrew R. Heyer by virtue of the receipt of shares of biote Corp. Class A Common Stock as a result of the Distribution.

5. Includes (i) 204,281 Private Placement Warrants held by Heyer Investment Management, LLC, (ii) 51,070 Private Placement Warrants held by Harris Reid Trust, (iii) 51,070 Private Placement Warrants held by James Heyer Trust, (iv) 51,070 Private Placement Warrants held by Peter Justin Heyer Trust, (v) 51,070 Private Placement Warrants held by William Heyer Trust and (vi) 127,675 Private Placement Warrants held by the Mindy B. Heyer 2021 Grantor Retained Annuity Trust. Andrew R. Heyer's spouse is the sole trustee, grantor and recipient of annuity payments of the Mindy B. Heyer 2021 Grantor Retained Annuity Trust. Andrew R. Heyer disclaims beneficial ownership of the securities held by the Mindy B. Heyer 2021 Grantor Retained Annuity Trust, and the filing of this report should not be deemed an admission that Andrew R. Heyer is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

6. Includes 957,568 Private Placement Warrants held directly by Andrew R. Heyer. Represents a change in the form of ownership of Andrew R. Heyer by virtue of the receipt of Private Placement Warrants as a result of the Distribution.

Remarks:

/s/ Andrew R. Heyer 07/21/2022
** 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.

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