

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>EG Sponsor LLC</u>  (Last) (First) (Middle) <u>C/O EG ACQUISITION CORP.</u> <u>375 PARK AVENUE, 24TH FLOOR</u>  (Street) <u>NEW YORK NY 10152</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EG Acquisition Corp. [ EGGFU ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/09/2021</u>	
	4. 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 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			

**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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Class B common stock	(I)	07/09/2021		J <sup>(2)</sup>		843,750	(I)	(I)	Class A common stock	5,625,000	\$0.00	5,625,000	D <sup>(3)(4)</sup>	

1. Name and Address of Reporting Person \*  
EG Sponsor LLC  
 (Last) (First) (Middle)  
C/O EG ACQUISITION CORP.  
375 PARK AVENUE, 24TH FLOOR  
 (Street)  
NEW YORK NY 10152  
 (City) (State) (Zip)

1. Name and Address of Reporting Person \*  
EnTrust Global Management GP LLC  
 (Last) (First) (Middle)  
C/O EG ACQUISITION CORP.  
375 PARK AVENUE, 24TH FLOOR  
 (Street)  
NEW YORK NY 10152  
 (City) (State) (Zip)

1. Name and Address of Reporting Person *		
<u>GH Onshore GP LLC</u>		
(Last)	(First)	(Middle)
C/O EG ACQUISITION CORP. 375 PARK AVENUE, 24TH FLOOR		
(Street)		
NEW YORK	NY	10152
(City) (State) (Zip)		

  

1. Name and Address of Reporting Person *		
<u>Hymowitz Gregg</u>		
(Last)	(First)	(Middle)
C/O EG ACQUISITION CORP. 375 PARK AVENUE, 24TH FLOOR		
(Street)		
NEW YORK	NY	10152
(City) (State) (Zip)		

**Explanation of Responses:**

- As described in the issuer's registration statement on Form S-1 (File No. 333-255046) under the heading "Description of Securities - Founder Shares," Class B common stock of the issuer, par value \$0.0001 per share ("Class B Common Stock"), will automatically convert into Class A common stock of the issuer, par value \$0.0001 per share, at the time of the issuer's initial business combination, on a one-for-one basis, subject to certain adjustment, and have no expiration date.
- Forfeiture to the issuer for no consideration because the underwriter for the issuer's initial public offering did not exercise the over-allotment option.
- Class B Common Stock held directly by EG Sponsor LLC, the reporting person (the "Sponsor"). EnTrust Global Management GP LLC (the "Manager") is the manager of the Sponsor, and as such, has voting and investment discretion with respect to the common stock held of record by the Sponsor and may be deemed to have shared beneficial ownership of the ordinary shares held directly by the Sponsor. Gregg Hymowitz is the sole and managing member of GH Onshore GP LLC, which is the sole and managing member of the Manager, and as a result, may be deemed to have shared beneficial ownership (along with the Manager, GH Onshore GP LLC and the Sponsor) of the common stock held by the Sponsor. Each of the Manager, GH Onshore GP LLC and Gregg Hymowitz disclaims beneficial ownership of such securities except to the extent of its or his pecuniary interest therein.
- (continued from footnote 3) Gregg Hymowitz also serves as a director and Chief Executive Officer of the issuer. Each of the issuer's officers and directors may hold a direct or indirect interest in the Sponsor. An affiliate of GMF Capital has an approximately 50% membership interest in the Sponsor. Each such person disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest they may have therein, directly or indirectly.

**Remarks:**

See Exhibit 99.1 - Joint Filer Information, which is incorporated herein by reference and describes in further detail the relationships of the reporting persons to the issuer. See Exhibit 99.2 - Power of Attorney for EG Sponsor LLC See Exhibit 99.3 - Power of Attorney for EnTrust Global Management GP LLC See Exhibit 99.4 - Power of Attorney for GH Onshore GP LLC See Exhibit 99.5 Power of Attorney for Gregg Hymowitz.

<u>EG Sponsor LLC; By: /s/ Gregg S. Hymowitz</u>	<u>07/13/2021</u>
<u>EnTrust Global Management GP LLC; By: /s/ Gregg S. Hymowitz</u>	<u>07/13/2021</u>
<u>GH Onshore GP LLC; By: /s/ Gregg S. Hymowitz</u>	<u>07/13/2021</u>
<u>/s/ Gregg S. Hymowitz</u>	<u>07/13/2021</u>
** 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.**

Joint Filer Information

Name of Joint Filer: EG Sponsor LLC  
Address of Joint Filer: 375 Park Avenue, 24th Floor  
New York, NY 10152  
Relationship of Joint Filer to Issuer: 10% Owner  
Issuer Name and Ticker or Trading Symbol: EG Acquisition Corp. [EGGFU]  
Date of Event Requiring Statement: 7/13/2021  
(Month/Day/Year):

Name of Joint Filer: EnTrust Global Management GP  
Address of Joint Filer: LLC 375 Park Avenue, 24th  
Floor, New York, NY 10152  
Relationship of Joint Filer to Issuer: 10% Owner  
Issuer Name and Ticker or Trading Symbol: EG Acquisition Corp. [EGGFU]  
Date of Event Requiring Statement: 7/13/2021  
Month/Day/Year):

Name of Joint Filer: GH Onshore GP LLC  
Address of Joint Filer: 375 Park Avenue, 24th Floor,  
New York, NY 10152  
Relationship of Joint Filer to Issuer: 10% Owner  
Title:  
Issuer Name and Ticker or Trading Symbol: EG Acquisition Corp.  
[EGGFU] Month/Day/Year): 7/13/2021

Name of Joint Filer: Gregg S. Hymowitz  
Address of Joint Filer: 375 Park Avenue, 24th Floor,  
New York, NY 10152  
Relationship of Joint Filer to Issuer: 10% Owner; Director; Chief  
Executive Officer  
Title:  
Issuer Name and Ticker or Trading Symbol: EG Acquisition Corp.  
[EGGFU] Month/Day/Year): 7/13/2021

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby constitutes and appoints Willkie Farr & Gallagher LLP the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as a beneficial owner of EG Acquisition Corp. (the "Company"), Forms 3, 4 and 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission (the "SEC") and any securities exchange or similar authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Forms 3, 4 and 5 electronically with the SEC;
3. seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned's attorney-in-fact appointed by this Limited Power of Attorney and approves and ratifies any such release of information; and
4. take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request and on the behalf of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with, or any liability for the failure to comply with, any provision of Section 16 of the Exchange Act.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney as of this 13th day of July, 2021.

Signed and acknowledged:

EG Sponsor LLC

By: /s/ Gregg S. Hymowitz

-----  
Name: Gregg S. Hymowitz  
Title: Authorized Signatory

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2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission (the "SEC") and any securities exchange or similar authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Forms 3, 4 and 5 electronically with the SEC;
3. seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned's attorney-in-fact appointed by this Limited Power of Attorney and approves and ratifies any such release of information; and
4. take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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Signed and acknowledged:

/s/ Gregg S. Hymowitz

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Signature

Gregg S. Hymowitz

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Printed Name