

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

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

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>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>05/28/2021</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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrants to purchase Class A common stock	\$11.5	05/28/2021		P		4,333,333 ⁽¹⁾		(4)	(4)	Class A common stock	4,333,333	\$1.5	4,333,333	D ⁽²⁾⁽³⁾	

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 *		
GH Onshore 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 *		
Hymowitz Gregg		
(Last)	(First)	(Middle)
C/O EG ACQUISITION CORP. 375 PARK AVENUE, 24TH FLOOR		
(Street)		
NEW YORK	NY	10152
(City) (State) (Zip)		

Explanation of Responses:

- EG Sponsor LLC (the "Sponsor") purchased 4,333,333 warrants, as described in the issuer's registration statement on Form S-1 (File No. 333-255046) (the "S-1"), in a private placement of warrants at a price of \$1.50 per private placement warrant. Each whole private placement warrant is exercisable to purchase one Class A common stock at a price of \$11.50 per share.
- EnTrust Global Management GP LLC (the "Manager") is the manager of EG Sponsor LLC, the reporting person (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. 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.
- (Continued From Footnote 2) 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.
- The warrants will become exercisable on the later of 30 days after the completion of our initial business combination or 12 months from the closing of this offering, and will expire 5 years after the completion of the registrant's initial business combination or earlier upon redemption or liquidation, as described in the S-1.

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.

[EG Sponsor LLC; By: /s/ Gregg S. Hymowitz](#) 06/02/2021

[EnTrust Global Management GP LLC; By: /s/ Gregg S. Hymowitz](#) 06/02/2021

[GH Onshore GP LLC; By: /s/ Gregg S. Hymowitz](#) 06/02/2021

[/s/ Gregg S. Hymowitz](#) 06/02/2021

** 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: 6/2/2021
(Month/Day/Year):

Name of Joint Filer: EnTrust Global Management GP 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: 6/2/2021
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): 6/2/2021

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): 6/2/2021