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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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person * <u>Mintz Brandon Taylor</u> _____ (Last) (First) (Middle) C/O BITCOIN DEPOT INC., 3343 PEACHTREE ROAD NE, SUITE 750 _____ (Street) ATLANTA GA 30326 _____ (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Bitcoin Depot Inc. [BTM]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/05/2024 | |
| | 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 | | | |
| Class A common stock | 12/05/2024 | | S ⁽¹⁾ | | 28,322 ⁽²⁾ | D | \$2.0123 ⁽³⁾ | 117,350 | D | |
| Class V common stock | | | | | | | | 41,193,024 ⁽⁴⁾ | I | By BT Assets, Inc. ⁽⁵⁾ |

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 | | | | | |

1. Name and Address of Reporting Person *

Mintz Brandon Taylor

(Last) (First) (Middle)

C/O BITCOIN DEPOT INC.,
3343 PEACHTREE ROAD NE, SUITE 750

(Street)

ATLANTA GA 30326

(City) (State) (Zip)

1. Name and Address of Reporting Person *

BT Assets, Inc.

(Last) (First) (Middle)

C/O BITCOIN DEPOT INC.,
3343 PEACHTREE ROAD NE, SUITE 750

(Street)

ATLANTA GA 30326

(City) (State) (Zip)

Explanation of Responses:

1. The sale of stock reflected in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan entered into by the Reporting Person on November 30, 2023.
2. The shares of Class A common stock reflected in this Form 4 were delivered upon vesting of certain restricted stock units ("RSUs") granted to the Reporting Person pursuant to the Bitcoin Depot Inc. 2023 Omnibus Incentive Plan.
3. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions on December 5, 2024 at prices ranging from \$2.01 to \$2.08, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
4. Shares of the Issuer's Class V Common Stock may be exchanged for shares of the Issuer's Class A Common Stock on a one-for-one basis at the election of BT Assets in connection with the redemption of the same number of Common Units of BT HoldCo LLC pursuant to the BT HoldCo LLCA.
5. The reporting person is the sole member of BT Assets, Inc. and therefore may be deemed to beneficially own the reported securities.

Remarks:

PRESIDENT, CHIEF EXECUTIVE OFFICER, AND CHAIRMAN

[/s/ Felicity Lewis, as attorney-in-
fact for Brandon Mintz](#) [12/09/2024](#)

[/s/ Felicity Lewis, as attorney-in-
fact for BT Assets, Inc.](#) [12/09/2024](#)

** 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.