

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

☐ 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) <u>C/O BITCOIN DEPOT INC.,</u> <u>3343 PEACHTREE ROAD NE, SUITE 750</u> (Street) <u>ATLANTA</u> <u>GA</u> <u>30326</u> (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) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/30/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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			
Common Units of BT HoldCo LLC ⁽¹⁾	05/30/2025		D ⁽²⁾		41,193,024	D	\$0	0	I	Beneficial ownership through BT Assets, Inc. and affiliated trusts ⁽³⁾
Class V common stock	05/30/2025		D		41,193,024	D	\$0	0	I	Held through BT Assets, Inc. prior to the merger
Class M Common Stock	05/30/2025		A		41,193,024	A	\$0	41,193,024	D	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Contingent Right to Class A Common Stock (Class E-1 Earnout)	\$12	05/30/2025		A		5,000,000	05/30/2025	06/30/2030	Class A Common Stock, par value \$0.0001	5,000,000	\$0	5,000,000	D	
Contingent Right to Class A Common Stock (Class E-2 Earnout)	\$14	05/30/2025		A		5,000,000	05/30/2025	06/30/2030	Class A Common Stock, par value \$0.0001	5,000,000	\$0	5,000,000	D	
Contingent Right to Class A Common Stock (Class E-3 Earnout)	\$16	05/30/2025		A		5,000,000	05/30/2025	06/30/2033	Class A Common Stock, par value \$0.0001	5,000,000	\$0	5,000,000	D	

Explanation of Responses:

1. Beneficial interest through BT Assets, Inc.
2. All transactions occurred pursuant to the Agreement and Plan of Merger dated May 30, 2025, whereby BT Assets, Inc. merged into Bitcoin Depot, Inc. through BCD Merger Sub LLC. Class E-1, E-2, and E-3 earnout rights vest upon Bitcoin Depot Class A Common Stock achieving closing prices above \$12.00, \$14.00, and \$16.00 respectively over specified trading periods as defined in the Contingent Equity Rights Agreement dated May 20, 2025.

3. 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 06/02/2025

** 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.