

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 13G
(Amendment No. 1)***

Under the Securities Exchange Act of 1934

Bitcoin Depot Inc.
(Name of Issuer)

Class A Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

09174P105
(CUSIP Number)

April 18, 2024
(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAMES OF REPORTING PERSONS D. E. Shaw Oculus Portfolios, L.L.C.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-	
	6	SHARED VOTING POWER 406,411 ¹	
	7	SOLE DISPOSITIVE POWER -0-	
	8	SHARED DISPOSITIVE POWER 406,411 ¹	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 406,411 ¹		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.7% ²		

12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO
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¹ Includes warrants exercisable into 401,227 shares of Class A Common Stock.

² This percentage figure is based upon 14,840,106 shares of Class A Common Stock outstanding, consisting of: (i) 14,438,879 shares of Class A Common Stock outstanding as of April 9, 2024, as reported in the Issuer's Form 10-K filed with the SEC on April 15, 2024 and (ii) 401,227 shares of Class A Common Stock issuable upon exercise of warrants.

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1	NAMES OF REPORTING PERSONS D. E. Shaw & Co., L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 680,609 ¹
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 680,609 ¹
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 680,609 ¹	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.5% ²	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

¹ Includes warrants exercisable into 675,425 shares of Class A Common Stock.

² This percentage figure is based upon 15,114,304 shares of Class A Common Stock outstanding, consisting of: (i) 14,438,879 shares of Class A Common Stock outstanding as of April 9, 2024, as reported in the Issuer's Form 10-K filed with the SEC on April 15, 2024 and (ii) 675,425 shares of Class A Common Stock issuable upon exercise of warrants.

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1	NAMES OF REPORTING PERSONS D. E. Shaw & Co., L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF	5	SOLE VOTING POWER -0-

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 680,609 ¹
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 680,609 ¹
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 680,609 ¹	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.5% ²	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IA, PN	

¹ Includes warrants exercisable into 675,425 shares of Class A Common Stock.

² This percentage figure is based upon 15,114,304 shares of Class A Common Stock outstanding, consisting of: (i) 14,438,879 shares of Class A Common Stock outstanding as of April 9, 2024, as reported in the Issuer's Form 10-K filed with the SEC on April 15, 2024 and (ii) 675,425 shares of Class A Common Stock issuable upon exercise of warrants.

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1	NAMES OF REPORTING PERSONS David E. Shaw	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER 680,609 ¹
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER 680,609 ¹
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 680,609 ¹	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.5% ²	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

¹ Includes warrants exercisable into 675,425 shares of Class A Common Stock.

² This percentage figure is based upon 15,114,304 shares of Class A Common Stock outstanding, consisting of: (i) 14,438,879 shares of Class A Common Stock outstanding as of April 9, 2024, as reported in the Issuer's Form 10-K filed with the SEC on April 15, 2024 and (ii) 675,425 shares of Class A Common Stock issuable upon exercise of warrants.

Item 1.

- (a) **Name of Issuer**
Bitcoin Depot Inc.
- (b) **Address of Issuer's Principal Executive Offices**
3343 Peachtree Road NE, Suite 750
Atlanta, GA 30326

Item 2.

- (a) **Name of Person Filing**
D. E. Shaw Oculus Portfolios, L.L.C.
D. E. Shaw & Co., L.L.C.
D. E. Shaw & Co., L.P.
David E. Shaw
- (b) **Address of Principal Business Office or, if none, Residence**
The business address for each reporting person is:
1166 Avenue of the Americas, 9th Floor
New York, NY 10036
- (c) **Citizenship**
D. E. Shaw Oculus Portfolios, L.L.C. is a limited liability company organized under the laws of the state of Delaware.
D. E. Shaw & Co., L.L.C. is a limited liability company organized under the laws of the state of Delaware.
D. E. Shaw & Co., L.P. is a limited partnership organized under the laws of the state of Delaware.
David E. Shaw is a citizen of the United States of America.
- (d) **Title of Class of Securities**
Class A Common Stock, par value \$0.0001 per share
- (e) **CUSIP Number**
09174P105

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:
Not Applicable

Item 4. Ownership

As of April 18, 2024:

- (a) Amount beneficially owned:
- | | |
|---------------------------------------|---|
| D. E. Shaw Oculus Portfolios, L.L.C.: | 406,411 shares
This is composed of (i) 401,227 shares that D. E. Shaw Oculus Portfolios, L.L.C. has the right to acquire upon exercise of warrants and (ii) 5,184 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C. |
| D. E. Shaw & Co., L.L.C.: | 680,609 shares
This is composed of (i) 401,227 shares that D. E. Shaw Oculus Portfolios, L.L.C. has the right to acquire upon exercise of warrants, (ii) 5,184 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., and (iii) 274,198 shares that D. E. Shaw Valence Portfolios, L.L.C. has the right to acquire upon exercise of warrants. |

- | | |
|-------------------------|---|
| D. E. Shaw & Co., L.P.: | 680,609 shares
This is composed of (i) 401,227 shares that D. E. Shaw Oculus Portfolios, L.L.C. has the right to acquire upon exercise of warrants, (ii) 5,184 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., and (iii) 274,198 shares that D. E. Shaw Valence Portfolios, L.L.C. has the right to acquire upon exercise of warrants. |
| David E. Shaw: | 680,609 shares
This is composed of (i) 401,227 shares that D. E. Shaw Oculus Portfolios, L.L.C. has the right to acquire upon exercise of warrants, (ii) 5,184 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., and (iii) 274,198 shares that D. E. Shaw Valence Portfolios, L.L.C. has the right to acquire upon exercise of warrants. |
- (b) Percent of class:
- | | |
|---------------------------------------|------|
| D. E. Shaw Oculus Portfolios, L.L.C.: | 2.7% |
| D. E. Shaw & Co., L.L.C.: | 4.5% |
| D. E. Shaw & Co., L.P.: | 4.5% |
| David E. Shaw: | 4.5% |
- (c) Number of shares to which the person has:
- | | |
|---|------------|
| (i) Sole power to vote or to direct the vote: | |
| D. E. Shaw Oculus Portfolios, L.L.C.: | -0- shares |
| D. E. Shaw & Co., L.L.C.: | -0- shares |
| D. E. Shaw & Co., L.P.: | -0- shares |

David E. Shaw:	-0- shares
(ii) Shared power to vote or to direct the vote:	
D. E. Shaw Oculus Portfolios, L.L.C.:	406,411 shares
D. E. Shaw & Co., L.L.C.:	680,609 shares
D. E. Shaw & Co., L.P.:	680,609 shares
David E. Shaw:	680,609 shares
(iii) Sole power to dispose or to direct the disposition of:	
D. E. Shaw Oculus Portfolios, L.L.C.:	-0- shares
D. E. Shaw & Co., L.L.C.:	-0- shares
D. E. Shaw & Co., L.P.:	-0- shares
David E. Shaw:	-0- shares
(iv) Shared power to dispose or to direct the disposition of:	
D. E. Shaw Oculus Portfolios, L.L.C.:	406,411 shares
D. E. Shaw & Co., L.L.C.:	680,609 shares
D. E. Shaw & Co., L.P.:	680,609 shares
David E. Shaw:	680,609 shares

David E. Shaw does not own any shares directly. By virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of D. E. Shaw & Co., L.P., which in turn is the investment adviser of D. E. Shaw Oculus Portfolios, L.L.C. and D. E. Shaw Valence Portfolios, L.L.C., and by virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co. II, Inc., which is the managing member of D. E. Shaw & Co., L.L.C., which in turn is the manager of D. E. Shaw Oculus Portfolios, L.L.C. and D. E. Shaw Valence Portfolios, L.L.C., David E. Shaw may be deemed to have the shared power to vote or direct the vote of, and the shared power to dispose or direct the disposition of, the 680,609 shares as described above constituting 4.5% of the outstanding shares and, therefore, David E. Shaw may be deemed to be the beneficial owner of such shares. David E. Shaw disclaims beneficial ownership of such 680,609 shares.

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Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below, each of D. E. Shaw Oculus Portfolios, L.L.C., D. E. Shaw & Co., L.L.C., D. E. Shaw & Co., L.P., and David E. Shaw certify that, to the best of such reporting person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete, and correct. Powers of Attorney, dated March 1, 2017, granted by David E. Shaw in favor of Nathan Thomas, is attached hereto.

Dated: April 22, 2024

D. E. Shaw Oculus Portfolios, L.L.C.

By: /s/ Nathan Thomas
Nathan Thomas
Authorized Signatory

D. E. Shaw & Co., L.L.C.

By: /s/ Nathan Thomas

Nathan Thomas
Authorized Signatory

D. E. Shaw & Co., L.P.

By: /s/ Nathan Thomas
Nathan Thomas
Chief Compliance Officer

David E. Shaw

By: /s/ Nathan Thomas
Nathan Thomas
Attorney-in-Fact for David E. Shaw

Exhibit 1

POWER OF ATTORNEY
FOR CERTAIN REGULATORY FILINGS
INCLUDING CERTAIN FILINGS
UNDER THE SECURITIES EXCHANGE ACT OF 1934
AND THE INVESTMENT ADVISERS ACT OF 1940

I, David E. Shaw, hereby make, constitute, and appoint each of:

Edward Fishman,

Julius Gaudio,

Martin Lebwohl,

Maximilian Stone,

David Sweet,

Nathan Thomas, and

Eric Wepsic,

acting individually, as my agent and attorney-in-fact, with full power of substitution, for the purpose of, from time to time, (i) executing in my name and/or my capacity as President of D. E. Shaw & Co., Inc. (acting for itself or as the general partner of D. E. Shaw & Co., L.P. and general partner, managing member, or manager of other entities, any of which in turn may be acting for itself or other entities) all documents, certificates, instruments, statements, other filings, and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with any registration or regulatory disclosure requirements and/or ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Form ADV, Forms 3, 4, 5, and 13F, and Schedules 13D and 13G required to be filed with the United States Securities and Exchange Commission, and (ii) delivering, furnishing, or filing any such documents to or with the appropriate governmental or regulatory authority. Any such determination shall be conclusively evidenced by such person's execution, delivery, furnishing, and/or filing of the applicable document.

This power of attorney shall be valid from the date hereof and replaces the power granted on January 1, 2017, which is hereby cancelled.

IN WITNESS HEREOF, I have executed this instrument as of the date set forth below.

Date: March 1, 2017

DAVID E. SHAW, as President of
D. E. Shaw & Co., Inc.
/s/ David E. Shaw
New York, New York

Exhibit 2

POWER OF ATTORNEY
FOR CERTAIN REGULATORY FILINGS
INCLUDING CERTAIN FILINGS
UNDER THE SECURITIES EXCHANGE ACT OF 1934
AND THE INVESTMENT ADVISERS ACT OF 1940

I, David E. Shaw, hereby make, constitute, and appoint each of:

Edward Fishman,

Julius Gaudio,

Martin Lebwohl,

Maximilian Stone,

David Sweet,

Nathan Thomas, and

Eric Wepsic,

acting individually, as my agent and attorney-in-fact, with full power of substitution, for the purpose of, from time to time, (i) executing in my name and/or my capacity as President of D. E. Shaw & Co. II, Inc. (acting for itself or as the managing member of D. E. Shaw & Co., L.L.C. and general partner, managing member, or manager of other entities, any of which in turn may be acting for itself or other entities) all documents, certificates, instruments, statements, other filings, and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with any registration or regulatory disclosure requirements and/or ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Form ADV, Forms 3, 4, 5, and 13F, and Schedules 13D and 13G required to be filed with the United States Securities and Exchange Commission, and (ii) delivering, furnishing, or filing any such documents to or with the appropriate governmental or regulatory authority. Any such determination shall be conclusively evidenced by such person's execution, delivery, furnishing, and/or filing of the applicable document.

This power of attorney shall be valid from the date hereof and replaces the power granted on January 1, 2017, which is hereby cancelled.

IN WITNESS HEREOF, I have executed this instrument as of the date set forth below.

Date: March 1, 2017

DAVID E. SHAW, as President of
D. E. Shaw & Co. II, Inc.
/s/ David E. Shaw
New York, New York

Exhibit 3

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, each of the undersigned Reporting Persons hereby agrees to the joint filing, along with all other such Reporting Persons, on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Class A Common Stock, par value \$0.0001 per share, of Bitcoin Depot Inc., and that this Agreement be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each of the undersigned hereby executes this Agreement as of this 22nd day of April, 2024.

D. E. Shaw Oculus Portfolios, L.L.C.

By: /s/ Nathan Thomas
Nathan Thomas
Authorized Signatory

D. E. Shaw & Co., L.L.C.

By: /s/ Nathan Thomas
Nathan Thomas
Authorized Signatory

D. E. Shaw & Co., L.P.

By: /s/ Nathan Thomas
Nathan Thomas
Chief Compliance Officer

David E. Shaw

By: /s/ Nathan Thomas
Nathan Thomas
Attorney-in-Fact for David E. Shaw
