

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): August 31, 2022**

**GSR II Meteora Acquisition Corp.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-41305**  
(Commission  
File Number)

**87-3203989**  
(I.R.S. Employer  
Identification No.)

**840 Park Drive East**  
**Boca Raton, Florida**  
(Address of Principal Executive Offices)

**33432**  
(Zip Code)

**(561) 532-4682**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencements communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Units, each consisting of one share of Class A common stock, one warrant and one sixteenth of one right</b>	<b>GSRMU</b>	<b>The Nasdaq Stock Market LLC</b>
<b>Class A common stock, par value \$0.0001 per share</b>	<b>GSRM</b>	<b>The Nasdaq Stock Market LLC</b>
<b>Warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per share</b>	<b>GSRMW</b>	<b>The Nasdaq Stock Market LLC</b>
<b>Rights, each whole right entitling the holder to receive one share of Class A common stock</b>	<b>GSRMR</b>	<b>The Nasdaq Stock Market LLC</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

## **Item 7.01 Regulation FD Disclosure.**

On August 31, 2022, an article was published related to the proposed business combination (the “Business Combination”) involving GSR II Meteora Acquisition Corp. (the “Company”) and Lux Vending, LLC (“Lux Vending”). The article is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The foregoing (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and will not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of that section, nor will it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”) or the Exchange Act regardless of any general incorporation language in such filings. This Current Report will not be deemed an admission of materiality of any of the information in this Item 7.01, including Exhibit 99.1.

### ***Additional Information***

#### ***Important Information About the Business Combination and Where to Find It***

In connection with the Business Combination, the Company intends to file a preliminary proxy statement of the Company with the Securities and Exchange Commission (the “SEC”), copies of which will be mailed (if and when available) to all Company stockholders once definitive. The Company also plans to file other documents with the SEC regarding the Business Combination. The Company will mail copies of the definitive proxy statement and other relevant documents to its stockholders as of the record date established for voting on the Business Combination. This communication is not a substitute for the definitive proxy statement or any other document that the Company will send to its stockholders in connection with the Business Combination. **The Company’s stockholders and other interested persons are advised to read, once available, the preliminary proxy statement and any amendments thereto and, once available, the definitive proxy statement, as well as all other relevant materials filed or that will be filed with the SEC, in connection with the Company’s solicitation of proxies for its special meeting of stockholders to be held to approve, among other things, the Business Combination, because these documents will contain important information about the Company, BT Assets, Inc. (“BT Assets”) and the Business Combination.** Stockholders may also obtain a copy of the preliminary or definitive proxy statement, once available, as well as other documents filed with the SEC regarding the Business Combination and other documents filed with the SEC by the Company, without charge, at the SEC’s website located at [www.sec.gov](http://www.sec.gov) or by directing a request to Cody Slach or Alex Kovtun, (949) 574-3860, [GSRM@gatewayir.com](mailto:GSRM@gatewayir.com).

#### ***Participants in the Solicitation***

The Company, Lux Vending, BT Assets and certain of their respective directors, executive officers and other members of management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of the Company’s stockholders in connection with the Business Combination. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of the Company’s stockholders in connection with the Business Combination will be set forth in the Company’s proxy statement when it is filed with the SEC. Investors and security holders may obtain more detailed information regarding the names of the Company’s directors and executive officers and a description of their interests in the Company in the Company’s filings with the SEC, including the Company’s prospectus dated February 24, 2022 relating to its initial public offering, which was filed with the SEC and is available free of charge at the SEC’s web site at [www.sec.gov](http://www.sec.gov). To the extent such holdings of the Company’s securities may have changed since that time, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the participants in the proxy statement and a description of their direct and indirect interests will be contained in the proxy statement and other relevant materials to be filed with the SEC when they become available. Stockholders, potential investors and other interested persons should read the proxy statement carefully when it becomes available before making any voting or investment decisions. Free copies of these documents may be obtained from the sources indicated above.

#### ***Forward-Looking Statements***

The information included herein and in any oral statements made in connection herewith include “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “estimate,” “plan,” “project,” “forecast,” “intend,” “will,” “expect,” “anticipate,” “believe,” “seek,” “target” or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters, although not all forward-looking statements contain such identifying words. These forward-looking statements include, but are not limited to, statements regarding estimates and forecasts of financial and performance metrics and expectations and timing related to potential benefits, terms and timing of the Business Combination. These statements are based on various assumptions, whether or not identified herein, and on the current expectations of BT Assets’, Lux Vending’s and the Company’s management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of BT Assets, Lux Vending and the Company. These forward-looking statements are subject to a number of risks and uncertainties, including changes in domestic and foreign business, market, financial, political and legal conditions; the inability of the parties to successfully or timely consummate the Business Combination, including the risk that any required regulatory approvals are not obtained, are delayed or are subject to unanticipated conditions that could adversely affect the combined company or the expected benefits of the Business Combination or that the approval of the stockholders of the Company is not obtained; failure to realize the anticipated benefits of the Business Combination; risks relating to the uncertainty of the projected financial information with respect to the combined company; future global, regional or local economic and market conditions; the development, effects and enforcement of laws and regulations; the combined company’s ability to manage future growth; the combined company’s ability to develop new products and solutions, bring them to market in a timely manner, and make enhancements to its business; the effects of competition on the combined company’s future business; the amount of redemption requests made by the Company’s public stockholders; the ability of the Company or the combined company to issue equity or equity-linked securities in connection with the Business Combination or in the future; the outcome of any potential litigation, government and regulatory proceedings, investigations and inquiries; and those factors described or referenced in the Company’s final initial public offering prospectus dated February 24, 2022 and its most recent Quarterly Report on Form 10-Q for the quarter ended June 30, 2022, in each case, under the heading “Risk Factors,” and other documents of the Company filed, or to be filed, from time to time with the SEC. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that none of BT Assets, Lux Vending or the Company presently knows or that BT Assets, Lux Vending and the Company currently believe are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect BT Assets’, Lux Vending’s and the Company’s expectations, plans or forecasts of future events and views as of the date hereof. BT Assets, Lux Vending and the Company anticipate that subsequent events and developments will cause BT Assets’, Lux Vending’s and the Company’s assessments to change. However, while BT Assets, Lux Vending and the Company may elect to update these forward-looking statements at some point in the future, BT Assets, Lux Vending and the Company specifically disclaim any obligation to do so except as otherwise required by applicable law. These forward-looking statements should not be relied upon as representing BT Assets’, Lux Vending’s and the Company’s assessments as of any date subsequent to the date hereof. Accordingly, undue reliance should not be placed upon the forward-looking statements.

#### ***No Offer or Solicitation***

This Current Report on Form 8-K is for informational purposes only and shall not constitute an offer to sell, nor a solicitation of an offer to buy, any securities in connection with the proposed Business Combination or otherwise, or the solicitation of a proxy, consent or authorization in any jurisdiction pursuant to the Business Combination or otherwise, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation or sale would

be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction or otherwise in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act, or an exemption therefrom, and otherwise in accordance with applicable law.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	<a href="#"><u>Article, dated August 31, 2022.</u></a>
104	Cover Page Interactive Data File (embedded with the Inline XBRL document)

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 31, 2022

**GSR II ACQUISITION CORP.**

By: /s/ Gus Garcia

Name: Gus Garcia

Title: Co-Chief Executive Officer

### Largest Crypto ATM Operator Eyes Acquisitions, Global Expansion

- Crypto ATM operator's transaction volumes are not correlated to bitcoin's price, CEO says
- Bitcoin Depot seeks New York license, a state it thinks can support several thousand more machines

By Ben Strack  
August 31, 2022 at 12:23 PM EDT

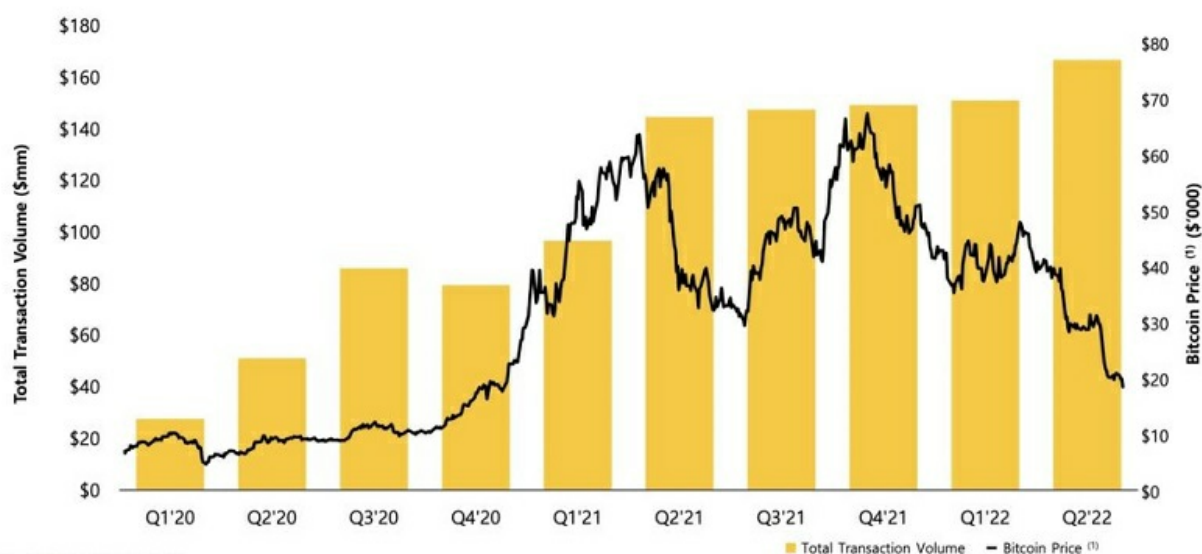
The largest crypto ATM operator, which revealed its intent to go public last week, sees opportunities to acquire smaller players in the space and expand internationally following its planned listing on the Nasdaq.

Bitcoin Depot CEO Brandon Mintz told Blockworks he expects the public listing — via a pending combination with special purpose acquisition company GSR II Meteora Acquisition Corp. — could occur in the first quarter of next year.

Founded in 2016, the Atlanta-based company offers a way to convert cash into bitcoin, ether and litecoin via its roughly 7,000 ATMs in the US and Canada.

Bitcoin Depot's transaction volumes have not historically been correlated to the price of crypto or seen significant impacts based on bull or bear market cycles, the executive added. It eclipsed an all-time high \$160 million of transaction volumes during the second quarter of 2022, company data shows, despite the price of bitcoin plummeting to around \$20,000.

### Bitcoin Depot Results Decoupled from Crypto Prices



The company has generated \$623 million of revenue and \$6 million of net income in the previous 12 months, as of June 30.

“Even if the [bitcoin] price drops 10% tomorrow, we don’t expect to see a lot of change,” Mintz said.

“We have grown consistently over time, so we think with that growth and the ability to elevate our profile, attract talent and acquire companies, it’s the perfect time to go public,” he added.

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## **The crypto ATM landscape**

There are 38,667 crypto ATMs in the world, according to Coin ATM Radar. Bitcoin Depot is the largest crypto ATM operator — accounting for roughly 18% of all crypto ATMs — followed by CoinCloud and CoinFlip, which have about 5,000 and 4,000 ATMs, respectively.

The top 10 operators run about 70% of the world's crypto ATMs, though there are 257 operators in the US and 59 in Canada, Coin ATM Radar data indicates. The company plans to acquire some of the smaller players in North America, Mintz said.

“We think a lot of them would be interested in taking advantage of our economies of scale, our retail relationships, our hardware relationships and our strong management team to take them to the next level with us,” the CEO said.

The company launched BDCheckout in June, allowing customers to load cash into their Bitcoin Depot digital wallet at more than 8,000 retail locations, where they can then purchase bitcoin. The news followed its partnership last year with gas station and convenience store chain Circle K.

## **Growth opportunities**

After the US and Canada, which have 34,223 and 2,573 crypto ATMs, respectively, Spain's 255 machines is third-highest.

The drop-off represents a large opportunity to expand Bitcoin Depot's footprint to other countries, Mintz said. The company is doing market research and has not yet committed to any specific regions.

In North America, Bitcoin Depot currently operates ATMs in 47 states and nine Canadian provinces. It is working with New York's Department of Financial Services to get its BitLicense — the requirement for it to operate in the state.

Mintz said he hopes to receive the New York license in the next few months in order to expand to a state that is ripe for growth. New York has about 200 crypto ATMs, while Florida, which has a similar population, has more than 3,000.

Mintz said the recent bankruptcies of Voyager Digital and Celsius could spur investors to transact with crypto through Bitcoin Depot. He also pointed to Coinbase revealing in a May regulatory filing that if the company ever declared bankruptcy, its customers could be treated as “general unsecured creditors.”

“I think there's more and more focus on the phrase, ‘not your keys, not your coins,’” Mintz said. “So people are going to be looking more and more for unhosted, non-custodial wallets where they are not subject to any risk by a third party.”