

**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): September 1, 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
Units, each consisting of one share of Class A common stock, one warrant and one sixteenth of one right	GSRMU	The Nasdaq Stock Market LLC
Class A common stock, par value \$0.0001 per share	GSRM	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per share	GSRMW	The Nasdaq Stock Market LLC
Rights, each whole right entitling the holder to receive one share of Class A common stock	GSRMR	The Nasdaq Stock Market LLC

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 September 1, 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 or by directing a request to Cody Slach or Alex Kovtun, (949) 574-3860, 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. 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

Exhibit Number	Description
99.1	Article, dated September 1, 2022.
104	Cover Page Interactive Data File (embedded with the Inline XBRL document)

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: September 6, 2022

GSR II ACQUISITION CORP.

By: /s/ Gus Garcia

Name: Gus Garcia

Title: Co-Chief Executive Officer

Why this Atlanta Bitcoin ATM operator is going public via a SPAC deal

By Zach Armstrong

September 1, 2022 at 11:01 AM EDT *Updated on September 3, 2022 at 10:04 AM EDT*

While Bitcoin's value is down and deals with special purpose acquisition companies (SPACs) have lost some of their luster, an Atlanta Bitcoin ATM operator is betting on both in its pursuit of becoming the city's largest crypto company.

Bitcoin Depot, a local Bitcoin ATM operator, will become a publicly listed company following a merger with SPAC GSR II Meteora Acquisition Corp., a Florida-based SPAC. After the transaction closes, the combined company will be named Bitcoin Depot Inc. and trade under the ticker symbol "BTM" on the NASDAQ. The sale is expected to close by the first quarter of next year.

A main reason for choosing the SPAC route is because the help with the acquisition of other companies, will elevate its profile, attract talent and accelerate growth, said company CEO Brandon Mintz, who founded the startup in 2016.

Still, the transaction comes as much of the recent excitement over SPACs, shell companies listed on a stock exchange that sells shares to buy operating businesses, has subsided. After \$250 billion was invested in these so-called blank-check companies, investors are betting less on them as market forces have increased risk and potential regulations could make them less profitable. Recently, up to 80% of investors have redeemed their shares in SPAC mergers leaving the companies with little of the capital promised to them, The New York Times reported.

Meanwhile, the future of cryptocurrency also remains in turmoil. As of Sept. 1, cryptocurrency news outlet CoinDesk reported the value of a Bitcoin to be less than \$20,000 — down from the all-time high of about \$69,000 in November. Still, Mintz says his company's model is trending toward profitability thanks to its business format.

"This is one of the safest business models in this space," Mintz told Atlanta Business Chronicle. "We're not historically correlated to the price of any crypto bear markets, crypto bull markets or even the stock market ... it's not subject to the volatility like a lot of major exchanges."

Bitcoin Depot says its valuation will go from \$440 million to as high as \$755 million following the deal. It will also receive a contribution of around \$170 million to its balance sheet after fees, expenses and debt to be paid.

The Atlanta-based startup produces ATM machines that convert cash into Bitcoin, Ethereum and Litecoin. It also allows for buying and selling on those cryptocurrencies.



Bitcoin Depot has 7,000 kiosks in North America.
Bitcoin Depot

Growth and prevailing through crypto plunges

Since January of 2021, the company has grown its network of 1,500 kiosks to 7,000 in 47 U.S. states and nine Canadian provinces. Following the release of its BDCheckout feature, users can also convert cash into Bitcoin at 8,000 retail locations through the company's app.

It has handled \$1.2 billion worth of transactions and the staff has grown from 20 before the Covid-19 pandemic to just under 150. About one-third of those workers are based in Atlanta.

Bitcoin Depot was an Atlanta Business Chronicle Pacesetter Award winner in 2021, landing as the city's eighth-fastest growing company. Its revenue grew by 632% between 2019 and 2021.

Atlanta as a crypto hub

Already recognized as a global leader in financial technology companies, Atlanta is well-positioned to become a cryptocurrency hub with a presence of successful companies in the space.

The city is home to BitPay, which allows companies to accept crypto payments on their websites and has processed over \$5 billion in cryptocurrency. Bakkt, an Atlanta-based crypto-exchange provider created by the New York Stock Exchange's parent company, went public in January of 2021 through a deal with a SPAC company.

Several investments have been made this year into Atlanta-based startups focused on cryptocurrency. Crypto tax reporting and portfolio tracking platform Ledgible raised \$20 million in June. In May, a man once known as the "world's top NBA gambler" invested \$2.5 million in portfolio management startup Digital Opportunities Group.

Atlanta is home to multiple bitcoin operators including Coinsource, PayDepot LLC, Athena Bitcoin and RockitCoin. The metro Atlanta area is home to 961 Bitcoin ATMs/Kiosks from operators such as National Bitcoin ATM, CoinFlip and ATM Coiners, according to Coin ATM radar.

"After this deal gets closed, we'll probably be the largest crypto company in Atlanta if we aren't already by valuation numbers," Mintz said.