

**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 6, 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 6, 2022, a public interview was held related to the proposed business combination (the “Business Combination”) involving GSR II Meteora Acquisition Corp. (the “Company”) and Lux Vending, LLC (“Lux Vending”). The transcript from the interview 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	Interview Transcript, dated September 6, 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 7, 2022

GSR II ACQUISITION CORP.

By: /s/ Gus Garcia

Name: Gus Garcia

Title: Co-Chief Executive Officer

Program: The Claman Countdown

Date: 09/06/2022

Station: Fox Business News

Time: 3:00PM

LIZ CLAMAN: The long awaited Ethereum merger was supposed to begin this week. Right, with doubts swirling around the digital tokens, the world's largest operator of crypto ATMs. Bitcoin depot is forging ahead and planning to make its public debut via SPAC on the Nasdaq in an \$885 million deal. Joining me now in a Fox Business exclusive, Bitcoin Depot founder and CEO Brandon Mintz. Well, Brandon, I mean, these are the kinds of headlines that, look, any nascent stage technology is going to have trouble. But this scares people, doesn't it? You know, what do you think when you hear something like this? And what do you have to say to people who are worried about investing in crypto because they hear that look, even Bill Murray, who probably had really great advice on setting these things up, got hacked.

BRANDON MINTZ: Well, first off, thanks for having me on this show is. But there's a phrase that we like to say in crypto, not your keys, not your coins. And what that means is you really want to maintain your own custody of your own cryptocurrency, and therefore you have access to your own private keys. A lot of the online exchange options don't allow you to do that. But with Bitcoin Depot and our Bitcoin Depot Wallet app, our users actually maintain their own custody of their crypto and have their own private keys. So even if Bitcoin depot were to get hacked, for example, the users would be completely unaffected since we don't have any access to their wallets.

CLAMAN: Yeah, well, you know, we're calling it Ghost in the Machine, but these are hackers in the machine that were able to somehow get through there. And so I guess the question becomes, as you are launching what is expected to be this near \$1 billion reverse merger to go public with your ATM machines that enable people to put money in and be given these tokens back? Talk to us about how it actually works and what do you think something like this does to the psychology of everything that is swirling around this very early stage industry?

MINTZ: Well, how it works is you would actually go to our website or our Bitcoin Depot app and we have over 15,000 locations where you can buy crypto in person. Around 7000 of those are Bitcoin ATMs. And we have another service we just launched called BD Check Out that has thousands of additional locations as well. So when you download our app, you're going to be provided a QR code for your Bitcoin wallet address. For example, you would go to the machine, you would enter identifying information, you would then scan that QR code from your wallet, put in cash, and the bitcoin would be on the way to your wallet immediately. The whole process only takes about a minute or two and it's really going to open up access to crypto for millions of people in the country and around the world. So I think in terms of how it changes the psychology is it allows anyone and everyone from all walks of life to enter the crypto ecosystem. And I think that ease of access will continue to further adoption.

CLAMAN: You know, everybody talks about how blockchain is this digital ledger and that no bitcoin can ever really be stolen because you can see every single train car on this ledger. It's almost like cars on a train attached to each other to see exactly where things went. The merge as it's being called for Ethereum is supposed to start happening this week and this is where for people who don't really quite understand this, it's a little wonky, but it's going to cut the cost, supposedly of the proof of work details that go into providing this ledger. How do you think it affects somebody like you where you have people who are going to be using these thousands and thousands of kiosks around the country in the world and trying to make sure they keep their eyes on exactly where their money is going.

MINTZ: I think it'll encourage a lot of our users to buy Ethereum now more than in the past, because the Ethereum transaction fee is known as gas fees have been extremely high at times where people might have been paying, you know, 30 or \$40 to send Ethereum from one person to the other, even if they were sending, you know, \$100 total. But but now, if the Ethereum network can complete this merge and get to a much more scalable place, the Ethereum network can allow transactions, we're hoping in costs as low as a few pennies per transaction. So I think that could be a game changer for money transfer and international remittances, for example, both of which are use cases on why our users use our Bitcoin ATMs.

CLAMAN: You know, Bitcoin and crypto researcher Kyle MacDonnell is warning that this Ethereum merge could actually potentially crash the digital market when it comes to, you know, forcing people to say, wait a minute, wait a minute, this is this is not working. Do you agree with that at all? Do you see any worries on the horizon about this merge and what may happen? I mean, it's not exactly Y2K, but those fears are there about this.

MINTZ: Well, it's a very big project. And the Ethereum network has, you know, hundreds of millions of dollars and market cap. But there have been plans in place for a long time to make this happen. And I know there's thousands of developers around the world that have contributed to this merge. So all I can say is that it's been a very carefully thought out plan and that everyone in the industry is really hoping for the best and we see a lot of positive outcomes from the merge happening very soon.

CLAMAN: Well, we will be watching for your big moment. When you reverse merge, please come back. Brandon. We have a great record of having people on their big day when they go public to have their opportunity to speak to our investor audience. So thanks very much.

MINTZ: Thanks a lot. It's hope to be back soon.

CLAMAN: Thanks.

[End of transcript]