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

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**FORM 8-K**

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

Date of report (Date of earliest event reported): February 19, 2026

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**Bitcoin Depot Inc.**

(Exact Name of registrant as specified in its charter)

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

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

**86-2759890**  
(I.R.S. Employer  
Identification No.)

**3343 Peachtree Road NE, Suite 750**  
**Atlanta, GA**  
(Address of principal executive offices)

**30326**  
(Zip Code)

**(678) 435-9604**  
Registrant's telephone number, including area code

**Not Applicable**  
(Former name or former address, if changed since last report)

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

- Written communications 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-commencement 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
Class A Common Stock, par value \$0.0001 per share	BTM	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	BTMWW	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.

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**Item 3.03. Material Modifications to Rights of Security Holders.**

On February 19, 2026, Bitcoin Depot Inc. (the “Company”) filed a Certificate of Amendment (the “Certificate of Amendment”) to the Company’s Second Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) with the Secretary of State for the State of Delaware to effect a one-for-seven (1:7) reverse stock split of the shares of the Company’s Common Stock (as defined below), effective as of 12:01 a.m., Eastern time (the “Effective Time”), on February 23, 2026 (the “Reverse Stock Split”). The Class A Common Stock will begin trading on a Reverse Stock Split-adjusted basis on The Nasdaq Capital Market (“Nasdaq”) on February 23, 2026. The trading symbol for the Class A Common Stock will remain “BTM.” The new CUSIP number for the Class A Common Stock following the Reverse Stock Split is 09174P 303.

As previously reported, on January 12, 2026, stockholders holding a majority of the voting power of the then outstanding shares of Voting Stock (as defined below) took action by written consent to authorize the Company’s board of directors (the “Board”) to effect a reverse stock split in its discretion with a ratio in a range from and including one-for-five (1:5) up to and including one-for-twenty (1:20) at any time on or before June 30, 2026. On February 12, 2026, the Board approved a one-for-seven (1:7) reverse stock split ratio and the filing of the Certificate of Amendment to effect the Reverse Stock Split at the Effective Time.

At the Effective Time, every seven shares of issued and outstanding Common Stock of the applicable series were automatically combined into one issued and outstanding share of Common Stock of the same series without any change in the par value per share. Any holder who would otherwise be entitled to receive a fractional share of Common Stock as a result of the Reverse Stock Split will instead receive a cash payment, without interest or deduction, equal to (a) the fraction of one share to which such holder would otherwise be entitled multiplied by (b) the volume weighted average price per share of Class A Common Stock on the Nasdaq (as reported by Bloomberg L.P. or, if not reported therein, in another authoritative source selected by the Company) for the period of the five consecutive trading days ending on and including the full trading day prior to the Effective Time (before giving effect to the Reverse Stock Split). The Reverse Stock Split will reduce the number of shares of Common Stock outstanding from 35,495,968 shares of Class A Common Stock and 37,846,102 shares of Class M Common Stock to approximately 5,070,852 shares of Class A Common Stock and 5,406,586 shares of Class M Common Stock, subject to adjustment for the treatment of fractional shares. The Reverse Stock Split will not change the number of authorized shares under the Certificate of Incorporation, which will continue to consist of a total of 800,000,000 shares of Class A Common Stock; 20,000,000 shares of Class B Common Stock; 300,000,000 shares of Class M Common Stock; 800,000,000 shares of Class O Common Stock; 300,000,000 shares of Class V Common Stock; 2,250,000 shares of Class E Common Stock, consisting of three series: (a) 750,000 shares of Class E-1 Common Stock, (b) 750,000 shares of Class E-2 Common Stock, and (c) 750,000 shares of Class E-3 Common Stock; and 50,000,000 shares of Preferred Stock. There are currently zero shares of our Class B Common Stock, Class E Common Stock, Class O Common Stock or Class V Common Stock outstanding. Although there are currently zero shares of our Series A Convertible Preferred Stock outstanding, the conversion rights of the Series A Convertible Preferred Stock into Class A Common Stock will be automatically and proportionately adjusted in relation to the Reverse Stock Split.

For purposes of this Current Report on Form 8-K: “Voting Stock” means, collectively, shares of our (i) Class A Common Stock, (ii) Class B Common Stock, (iii) Class M Common Stock, (iv) Class O Common Stock, and (v) Class V Common Stock, in each case with a par value \$0.0001 per share; and “Common Stock” means, collectively, the Voting Stock and shares of our (i) Class E-1 Common Stock, (ii) Class E-2 Common Stock, and (iii) Class E-3 Common Stock, in each case with a par value \$0.0001 per share.

As of the Effective Time, and in proportion to such decrease in the aggregate number of shares of Class A Common Stock outstanding, the number of shares of Class A Common Stock issuable upon exercise of each whole warrant exercisable for one share of Class A Common Stock will be decreased and the exercise price thereof will be increased. Specifically, as of the Effective Time, every seven shares of Class A Common Stock that may be purchased pursuant to the exercise of warrants will represent one share of Class A Common Stock that may be purchased pursuant to such warrants. The exercise price per share for each warrant following the Reverse Stock Split will equal \$80.50, which is equal to \$11.50, the exercise price per share immediately prior to the Reverse Stock Split, multiplied by a fraction (x) the numerator of which shall be the number of shares of Class A Common Stock purchasable upon the exercise of the warrants immediately prior to the Reverse Stock Split, and (y) the denominator of which shall be the number of shares of Class A Common Stock so purchasable immediately thereafter.

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As of the Effective Time, all other outstanding securities entitling their holders to purchase or otherwise receive shares of Common Stock will be adjusted as a result of the Reverse Stock Split, pursuant to their respective terms or as otherwise specified by the Board.

The Reverse Stock Split will affect all stockholders uniformly and will not alter any stockholder's percentage interest in the Company's equity (other than as a result of the treatment of fractional shares). Shortly following the Effective Time, stockholders of record will be receiving information from Continental Stock Transfer & Trust, the Company's transfer agent, regarding their stock ownership following the Reverse Stock Split. Stockholders who hold their shares in brokerage accounts or in "street name" are not required to take any action in connection with the Reverse Stock Split. Their accounts will be automatically adjusted to reflect the number of shares owned.

The information set forth in this Item 3.03 is qualified in its entirety by reference to the complete text of the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated into this Item 3.03 by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

To the extent required by this Item 5.03, the disclosure set forth under Item 3.03 above is incorporated into this Item 5.03 by reference.

**Item 7.01. Regulation FD Disclosure.**

On February 19, 2026, the Company issued a press release announcing the Reverse Stock Split. A copy of that press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished in this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

**Item 8.01. Other Information.**

***Adjustment to Equity Plans and Awards and Disclosure in lieu of Post-Effective Amendment to Form S-8***

As of the Effective Time, and in proportion to such decrease in the aggregate number of shares of Class A Common Stock outstanding, the (i) number of shares of Class A Common Stock issuable upon the vesting of restricted stock units and performance share units granted under our 2023 Omnibus Incentive Plan (the "Plan") and outstanding as of the Effective Time will be decreased, and (ii) number of shares of Class A Common Stock that may be the subject of future grants or awards under the Plan and the number of incentive stock options that may be granted thereunder will each be decreased. Further, the Company acknowledges that as of the Effective Time, the number of shares registered for issuance on the Form S-8 registration statement, filed on September 13, 2023 (File No. 333-274503) (the "2023 Form S-8"), shall be decreased from 7,536,807 to 1,076,686 to reflect the proportionate decrease in the aggregate number of shares of Class A Common Stock. In accordance with Item 512(a)(1)(iii)(A) of Regulation S-K, this disclosure serves in lieu of the filing of a post-effective amendment to the 2023 Form S-8.

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**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation</a>
99.1*	<a href="#">Press release dated February 19, 2026</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

\* Furnished herewith.

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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.

**BITCOIN DEPOT INC.**

Date: February 19, 2026

By: /s/ Scott Buchanan  
Name: Scott Buchanan  
Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT  
TO THE  
SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
BITCOIN DEPOT INC.**

(originally incorporated on October 14, 2021)

Bitcoin Depot Inc. (the “*Corporation*”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “*DGCL*”), hereby certifies as follows:

**FIRST:** This Certificate of Amendment (this “*Certificate of Amendment*”) to the Second Amended and Restated Certificate of Incorporation of the Corporation, as amended (the “*Restated Certificate*”), was duly adopted in accordance with the DGCL and the amendments set forth below shall become effective at 12:01 a.m., Eastern time, on February 23, 2026.

**SECOND:** Article Four of the Corporation’s Restated Certificate is hereby amended by adding the following new Section 4.03(b) to Article Four and renumbering existing Sections 4.03(b) through 4.03(g) to be Section 4.03(c) through 4.03(h), respectively:

“(b) Reverse Stock Split. Upon the effectiveness (the “*Effective Time*”) of this Certificate of Amendment pursuant to Section 242 of the DGCL, each seven shares of each of the Class A Common Stock, Class B Common Stock, Class M Common Stock, Class O Common Stock, Class V Common Stock and Class E Common Stock issued and outstanding (or held in treasury) immediately prior to the Effective Time (collectively, the “*Common Stock*”) shall automatically and without further action on the part of the Corporation or any holder of Common Stock, be combined into one share of Common Stock of the same series, subject to the treatment of fractional share interests as described below (the “*Reverse Stock Split*”). The par value of the Common Stock will remain unchanged.

No fractional shares shall be issued as a result of the Reverse Stock Split and, in lieu thereof, any holder who would otherwise be entitled to a fractional share of Common Stock as a result of the Reverse Stock Split shall, following the Effective Time, be entitled to receive a cash payment, without interest or deduction, equal to (a) the fraction of one share to which such holder would otherwise be entitled multiplied by (b) the volume weighted average price per share of Class A Common Stock on The Nasdaq Capital Market (as reported by Bloomberg L.P. or, if not reported therein, in another authoritative source selected by the Company) for the period of the five consecutive trading days ending on and including the full trading day prior to the Effective Time (before giving effect to the Reverse Stock Split).

Each stock certificate that, immediately prior to the Effective Time, represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of Common Stock after the Effective Time into which the shares formerly represented by such certificate have been reclassified, subject to the elimination of fractional share interests as described above.”

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**THIRD:** The stockholders of the Corporation have duly approved the foregoing amendment in accordance with Section 242 of the DGCL.

**FOURTH:** Except as set forth in this Certificate of Amendment, the Restated Certificate remains in full force and effect.

*[Remainder of Page Intentionally Left Blank]*

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IN WITNESS WHEREOF, Bitcoin Depot Inc. has caused this Certificate of Amendment to be duly executed in its corporate name this 19th day of February, 2026.

**BITCOIN DEPOT INC.**

By: /s/ Scott Buchanan

Name: Scott Buchanan

Title: Chief Executive Officer

February 19, 2026



## Bitcoin Depot Announces Reverse Stock Split

ATLANTA, Feb. 19, 2026 (GLOBE NEWSWIRE) – Bitcoin Depot Inc. (NASDAQ: BTM) (the “Company”) announced today that it will effect a one-for-seven (1:7) reverse stock split (“Reverse Split”) of its Common Stock (as defined below) that will become effective on February 23, 2026, at 12:01 a.m., Eastern time (the “Effective Time”). The Company’s Class A Common Stock will continue to trade on The Nasdaq Capital Market (“Nasdaq”) under the symbol “BTM” and will begin trading on a split-adjusted basis when the market opens on February 23, 2026. The new CUSIP number for the Class A Common Stock following the Reverse Split will be 09174P 303. The Company’s publicly traded warrants will continue to be traded on the Nasdaq under the symbol “BTMWW,” and the CUSIP number for the publicly traded warrants will remain unchanged.

On January 12, 2026, stockholders holding a majority of the voting power of the then outstanding shares of Voting Stock (as defined below) took action by written consent to authorize the Company’s board of directors (the “Board”) to effect a reverse stock split with a ratio in a range from and including one-for-five (1:5) up to and including one-for-twenty (1:20). On February 12, 2026, the Board approved a one-for-seven (1:7) Reverse Split ratio. The Company has filed a Certificate of Amendment to the Company’s Second Amended and Restated Certificate of Incorporation (the “Charter Amendment”) with the Secretary of State for the State of Delaware to effect the Reverse Split at the Effective Time.

For purposes of this press release: “Voting Stock” means, collectively, shares of our (i) Class A Common Stock, (ii) Class B Common Stock, (iii) Class M Common Stock, (iv) Class O Common Stock, and (v) Class V Common Stock, in each case with a par value \$0.0001 per share; and “Common Stock” means, collectively, the Voting Stock and shares of our (i) Class E-1 Common Stock, (ii) Class E-2 Common Stock, and (iii) Class E-3 Common Stock, in each case with a par value \$0.0001 per share.

Following the Reverse Split, the par value of each applicable series of Common Stock will remain unchanged. The Charter Amendment will not change the authorized number of shares of Common Stock or preferred stock. No fractional shares will be issued in connection with the Reverse Split. Stockholders who would otherwise be entitled to receive a fractional share of Common Stock as a result of the Reverse Split will instead receive a cash payment, without interest or deduction, equal to (a) the fraction of one share to which such holder would otherwise be entitled multiplied by (b) the volume weighted average price per share of Class A Common Stock on the Nasdaq (as reported by Bloomberg L.P. or, if not reported therein, in another authoritative source selected by the Company) for the period of the five consecutive trading days ending on and including the full trading day prior to the Effective Time (before giving effect to the Reverse Split). The Reverse Split will affect all stockholders uniformly and will not alter any stockholder’s percentage interest in the Company’s equity (other than as a result of the treatment of fractional shares).

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As of the Effective Time, and in proportion to such decrease in the aggregate number of shares of Class A Common Stock outstanding, we will also decrease the number of shares of Class A Common Stock issuable upon exercise of, and increase the exercise price of, each whole warrant exercisable for one share of Class A Common Stock. Specifically, as of the Effective Time, every seven shares of Class A Common Stock that may be purchased pursuant to the exercise of warrants will represent one share of Class A Common Stock that may be purchased pursuant to such warrants. The exercise price per share for each warrant following the Reverse Split will equal \$80.50, which is equal to \$11.50, the exercise price per share immediately prior to the Reverse Split, multiplied by a fraction (x) the numerator of which shall be the number of shares of Class A Common Stock purchasable upon the exercise of the warrants immediately prior to the Reverse Split, and (y) the denominator of which shall be the number of shares of Class A Common Stock so purchasable immediately thereafter.

Additionally, outstanding equity-based awards granted pursuant to the Company's 2023 Omnibus Incentive Plan and the number of shares of Class A Common Stock reserved for issuance under thereunder and other outstanding securities convertible or exchange into Common Stock will be proportionately adjusted in accordance with the terms thereof or as otherwise specified by the Board.

Shortly following the Effective Time, stockholders of record will be receiving information from Continental Stock Transfer & Trust, the Company's transfer agent, regarding their stock ownership following the Reverse Split. Stockholders who hold their shares in brokerage accounts or in "street name" are not required to take any action in connection with the Reverse Split.

Additional information on the Reverse Split can be found in the Company's definitive information statement filed with the Securities and Exchange Commission on January 23, 2026, which is available on the SEC's website at [www.sec.gov](http://www.sec.gov) and on the Company's website.

#### **About Bitcoin Depot**

Bitcoin Depot was founded in 2016 with the mission to connect those who prefer to use cash to the broader, digital financial system. Bitcoin Depot provides its users with simple, efficient and intuitive means of converting cash into Bitcoin, which users can deploy in the payments, spending and investing space. Users can convert cash to bitcoin at Bitcoin Depot kiosks in 47 states and at thousands of name-brand retail locations in 31 states through its BDCheckout product. The Company has the largest market share in North America and operates over 9,000 kiosk locations globally as of August 2025. Learn more at [www.bitcoinodepot.com](http://www.bitcoinodepot.com).

#### **Contacts:**

##### **Investors**

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**Media**

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**Cautionary Note Regarding Forward-Looking Statements**

This press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are any statements other than statements of historical fact, and include, but are not limited to, statements regarding the expectations of plans, business strategies, objectives and growth and anticipated financial and operational performance. These forward-looking statements are based on management’s current beliefs, based on currently available information, as to the outcome and timing of future events. Forward-looking statements are often identified by words such as “anticipate,” “appears,” “approximately,” “believe,” “continue,” “could,” “designed,” “effect,” “estimate,” “evaluate,” “expect,” “forecast,” “goal,” “initiative,” “intend,” “may,” “objective,” “outlook,” “plan,” “potential,” “priorities,” “project,” “pursue,” “seek,” “should,” “target,” “when,” “will,” “would,” or the negative of any of those words or 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 are subject to a number of risks and uncertainties which are described in our filings with the Securities and Exchange Commission, including in the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of our Annual Report on Form 10-K filed on March 24, 2025 and our subsequent Quarterly Reports on Form 10-Q. We caution readers not to place undue reliance on forward-looking statements. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, future events, or other factors that affect the subject of these statements, except where we are expressly required to do so by law. All written and oral forward-looking statements attributable to us are expressly qualified in their entirety by this cautionary statement.