
**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): March 19, 2026

Bitcoin Depot Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-41305
(Commission
File Number)

87-3219029
(I.R.S. Employer
Identification No.)

8601 Dunwoody Place
Sandy Springs, GA 30350
(Address of principal executive offices)

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

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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 13c-4(c) under the Exchange Act (17 CFR 240.13c-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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Chief Executive Officer

On March 19, 2026, Scott Buchanan resigned from his role as Chief Executive Officer of Bitcoin Depot Inc. (the “Company”) and as a member of the Company’s Board of Directors (the “Board”), effective March 23, 2026. Mr. Buchanan’s resignation was not due a disagreement with the Company on any matter relating to the Company’s operations, policies or practices. Effective as of Mr. Buchanan’s resignation from the Board, the Board reduced its size to six members.

Resignation of Executive Chairman

On March 23, 2026, Brandon Mintz resigned from his role as Executive Chairman of the Board, effective immediately. Mr. Mintz will continue to serve as a member of the Board and is expected to continue as an advisor to the Chief Executive Officer of the Company.

Mr. Mintz’s compensation arrangement will be disclosed in a subsequent filing once finalized and approved by the Board.

Appointment of Chief Executive Officer and Chairman of the Board

On March 23, 2026, the Board appointed Alex Holmes as Chief Executive Officer and Chairman of the Board, effective immediately. There are no arrangements or understandings between Mr. Holmes and any person pursuant to which Mr. Holmes was selected as an officer, and no family relationships exist between Mr. Holmes and any director or executive officer of the Company.

Alex Holmes, age 51, has served as a director on the Board of the Company since August 20, 2025. He currently serves on the board of United Texas Bank and as a Strategic Advisor to web3 venture Orbit.ai and was previously the Executive Vice Chairman of United Texas Bank. In addition to the Company and United Texas Bank, Mr. Holmes has served since June 2025 on the board of Jingle Pay Group in Dubai and since January 2026 on the boards of the Algorand Foundation and Brightwell, LLC. From 2016 to 2024, Mr. Holmes was Chairman and CEO of MoneyGram International Inc., where he transformed the company into a global fintech powerhouse operating in over 200 countries and territories. Over his sixteen years at MoneyGram, he also held senior roles as CFO and COO, building a reputation for operational excellence, disciplined risk management and deep expertise in global regulatory compliance. During his tenure, he set new industry standards while driving innovation in cross-border payments. A pioneer in blockchain adoption, he led MoneyGram’s integration of stablecoins and distributed ledger technology, launched the MoneyGram Haas F1 Team sponsorship and oversaw the company’s \$2 billion sale to Madison Dearborn Partners. Mr. Holmes holds both a BS in Accounting from the University of Colorado and an MS in Information Technology from the University of Colorado – Denver. He also serves on the non-profit board of Vogel Alcove and is a member of YPO Global One Chapter.

Mr. Holmes’s compensation arrangement will be disclosed in a subsequent filing once finalized and approved by the Board.

Item 7.01 Regulation FD Disclosure.

The Company issued a press release on March 24, 2026, announcing the resignation of Mr. Buchanan and the appointment of Mr. Holmes as Chief Executive Officer and Chairman of the Board, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information contained in this Item 7.01 and in the accompanying Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that Section, nor shall such information or exhibit be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release of Bitcoin Depot Inc., dated March 24, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

Bitcoin Depot Inc.

Dated: March 24, 2026

By: /s/ David Gray
Name: David Gray
Title: Chief Financial Officer

Bitcoin Depot Announces Executive Chair & CEO Transition; Names Alex Holmes as Chairman & CEO

Board Unanimously Appoints Veteran Fintech Executive with Deep Expertise in Global Payments, Digital Assets, and Regulatory Compliance

Atlanta, Georgia, March 24, 2026 — Bitcoin Depot (NASDAQ: BTM) (“Bitcoin Depot” or the “Company”), a U.S.-based Bitcoin ATM operator and fintech company, today announced that Scott Buchanan has decided to step down as Chief Executive Officer, effective immediately, to pursue a new opportunity outside of the Company. The board of directors thank Scott for his many contributions and wish him well in his next chapter.

Effective immediately, Alex Holmes has been appointed Chief Executive Officer and Chairman of the Board. Holmes brings decades of executive leadership in global payments and fintech, most recently serving as Chairman and CEO of MoneyGram International, where he led the company’s transformation into a modern global fintech operating across more than 200 countries. The board is confident in his ability to lead Bitcoin Depot through its next phase of growth.

This transition comes as Bitcoin Depot continues to expand beyond its core BTM network into a broader suite of fintech and digital asset products, following recent strategic initiatives to diversify its platform and revenue streams.

Concurrently, Bitcoin Depot founder Brandon Mintz will transition from Executive Chair to a non-executive member of the board and is expected to serve as an advisor to the CEO. Mintz will work directly alongside Holmes, providing strategic continuity and institutional knowledge as the company executes its next phase. As the founder who built Bitcoin Depot into one of the largest Bitcoin ATM networks in the United States, Mintz remains a long-term shareholder.

Over a sixteen-year tenure at MoneyGram International, Holmes held executive roles as CFO and COO before serving as Chairman and CEO from 2016 to 2024, where he led the company’s transformation, earning a reputation for operational excellence, rigorous risk management, and global regulatory compliance expertise. Holmes most recently served as Executive Vice Chairman of United Texas Bank, a leader in correspondent banking and U.S. dollar clearing for crypto-focused institutions, where he also serves on the Board Risk Committee.

“During my time on Bitcoin Depot’s board of directors, I’ve developed a deep understanding and appreciation for our business, our customers, and our positioning in the market,” said Alex Holmes, Chairman and CEO of Bitcoin Depot. “As I step into the role, my priorities are operational stability, regulatory progress, and accelerating the Company’s evolution into a more diversified fintech platform. I look forward to working closely with the team and keeping stakeholders informed as we execute against these priorities.”

Bradley Strock, lead independent director of Bitcoin Depot, commented: "Alex has been a trusted voice on our board. We are excited to have someone of his caliber and experience step in to lead the company at this important juncture. His experience navigating complex, highly regulated global businesses, combined with his firsthand track record integrating blockchain technology into mainstream financial services and his deep public market experience, makes him the right person to lead Bitcoin Depot as it scales beyond its BTM foundation into a broader, more diversified fintech platform."

Mintz commented: "Bitcoin Depot is my life's work, and I remain deeply invested in its success as a shareholder, a director, and as an advisor to

Alex and the leadership team. I have full confidence in this transition and in the path ahead for this company and the people who have built it."

About Bitcoin Depot

Bitcoin Depot Inc. (Nasdaq: BTM) 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.bitcoindepot.com.

Cautionary Note Regarding Forward-Looking Statements

This press release and any oral statements made in connection herewith include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. 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, including our growth strategy and ability to increase deployment of our products and services, the anticipated effects of the Agreement. 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. In making these statements, we rely upon assumptions and analysis based on our experience and perception of historical trends, current conditions, and expected future developments, as well as other factors we consider appropriate under the circumstances. We believe these judgments are reasonable, but these statements are not guarantees of any future events or financial results. 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 our control.

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; failure to realize the anticipated benefits of the business combination; future global, regional or local economic and market conditions; the development, effects and enforcement of laws and regulations; our ability to manage future growth; our ability to develop new products and services, bring them to market in a timely manner and make enhancements to our platform; the effects of competition on our future business; our ability to issue equity or equity-linked securities; the outcome of any potential litigation, government and regulatory proceedings, investigations and inquiries; and those factors described or referenced in filings with the Securities and Exchange Commission. 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 we do not presently know or that we 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 our expectations, plans or forecasts of future events and views as of the date of this press release. We anticipate that subsequent events and developments will cause our assessments to change.

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.

Contacts:

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