

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 12b-25

Commission File Number: 001-41305

NOTIFICATION OF LATE FILING

(Check One): Form 10-K Form 20-F Form 11-K Form 10-Q
 Form 10-D Form N-CEN Form N-CSR

For Period Ended: June 30, 2023

Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-Q

For the Transition Period Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Bitcoin Depot Inc.

Full Name of Registrant

GSR II Meteora Acquisition Corp.

Former Name if Applicable

3343 Peachtree Road NE, Suite 750

Address of Principal Executive Office (Street and Number)

Atlanta, GA 30326

City, State and Zip Code

PART II — RULES 12b-25 (b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the Registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Bitcoin Depot Inc. (the "Company") has determined that it is unable, without unreasonable effort or expense, to file its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2023 (the "Form 10-Q") by the prescribed due date because the Company requires additional time to finalize the Form 10-Q in light of the review of the financial statements following the closing of the Company's recent business combination on June 30, 2023, which was previously disclosed in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 7, 2023. The Company intends to file the Form 10-Q as soon as practicable and currently expects to do so within the extension period of five calendar days from the prescribed due date.

Based on currently available information, in connection with filing its Form 10-Q, the Company expects to report material weaknesses in the effectiveness of its internal control over financial reporting that remain unremediated as of June 30, 2023, as previously disclosed in its Form S-1 filed on July 17, 2023, as amended on August 4, 2023. The material weaknesses have not resulted in any material misstatements or omissions in previously reported financial statements and the Company does not expect such material weaknesses will impact the financial information to be reported in the Form 10-Q.

PART IV — OTHER INFORMATION

