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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Lorber David A</u> (Last) (First) (Middle) <u>C/O BITCOIN DEPOT, INC.</u> <u>2870 PEACHTREE RD #327</u> (Street) <u>ATLANTA GA 30305</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Bitcoin Depot Inc. [BTM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock	06/30/2023		D		20,000	D	\$0.00 ⁽¹⁾	0	D	
Class A Common Stock	06/30/2023		A		20,000 ⁽²⁾	A	\$0.00 ⁽¹⁾⁽²⁾	20,000	D	
Class A Common Stock	06/30/2023		J ⁽³⁾		24,173	A	\$0.00 ⁽³⁾	44,173	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant (right to buy)	\$11.5	06/30/2023		J ⁽³⁾		33,333		(4)	(4)	Class A Common Stock	33,333	\$0.00 ⁽³⁾	33,333	D	
Class E-1 Common Stock	(5)	06/30/2023		J ⁽³⁾		1,537		(5)	06/30/2030	Class A Common Stock	1,537	\$0.00 ⁽³⁾	1,537	D	
Class E-2 Common Stock	(6)	06/30/2023		J ⁽³⁾		1,537		(6)	06/30/2030	Class A Common Stock	1,537	\$0.00 ⁽³⁾	1,537	D	
Class E-3 Common Stock	(7)	06/30/2023		J ⁽³⁾		1,537		(7)	06/30/2033	Class A Common Stock	1,537	\$0.00 ⁽³⁾	1,537	D	

Explanation of Responses:

- On June 30, 2023, pursuant to that certain Transaction Agreement, dated as of August 24, 2022 (as it may be amended, supplemented or otherwise modified from time to time, the "Transaction Agreement"), by and among GSR II Meteora Acquisition Corp. (the "Company"), GSR II Meteora Sponsor LLC ("Sponsor"), Lux Vending, LLC dba Bitcoin Depot ("BT OpCo"), BT HoldCo LLC ("BT HoldCo") and BT Assets, Inc. ("BT Assets"), the Company entered into a series of transactions with Sponsor, BT Assets, BT OpCo and BT HoldCo (each such transaction and the other transactions contemplated by the Transaction Agreement, collectively, the "business combination"). Upon the consummation of the business combination (the "Closing"), the Company changed its name to Bitcoin Depot Inc. In connection with the Closing, the Class B Common Stock of the Company was converted to Class A Common Stock of the Company.
- These shares will not vest until and unless the closing price of the Class A Common Stock exceeds \$10.00 per share for twenty days during any thirty day period starting on the first trading day following the Closing.
- Represents pro rata distribution by Sponsor to its members, which includes the reporting person, for no consideration, exempt under Rule 16a-9.
- The warrants are exercisable by the reporting person into shares of Class A Common Stock on a one-for-one basis commencing 30 days after the Closing and expire five years after the Closing or earlier upon redemption or liquidation.
- The Class E-1 Common Stock shall vest and automatically convert to Class A Common Stock on a one-for-one basis if at any time during the seven-year period following the Closing, the closing share price of the Class A Common Stock is greater than \$12.00 per share over 10 trading days (which may be consecutive or not consecutive) within any 20 consecutive trading days.
- The Class E-1 Common Stock shall vest and automatically convert to Class A Common Stock on a one-for-one basis if at any time during the seven-year period following the Closing, the closing share price of the Class A Common Stock is greater than \$14.00 per share over 10 trading days (which may be consecutive or not consecutive) within any 20 consecutive trading days.
- The Class E-1 Common Stock shall vest and automatically convert to Class A Common Stock on a one-for-one basis if at any time during the ten-year period following the Closing, the closing share price of the Class A Common Stock is greater than \$16.00 per share over 10 trading days (which may be consecutive or not consecutive) within any 20 consecutive trading days.

Remarks:

/s/ Gus Garcia, Attorney-in-Fact for David A. Lorber 07/03/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.