

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>GSR II Meteora Sponsor LLC</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. Date of Event Requiring Statement (Month/Day/Year) <u>06/30/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>Bitcoin Depot Inc. [ BTM ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock</u>	<u>5,689,185</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Warrant (right to buy)</u>	<u>(1)</u>	<u>(1)</u>	<u>Class A Common Stock</u> <u>12,223,750</u>	<u>(1)</u>	<u>D</u>	
<u>Class E-1 Common Stock</u>	<u>(2)</u>	<u>(2)</u>	<u>Class A Common Stock</u> <u>358,587</u>	<u>(2)</u>	<u>D</u>	
<u>Class E-2 Common Stock</u>	<u>(3)</u>	<u>(3)</u>	<u>Class A Common Stock</u> <u>358,587</u>	<u>(3)</u>	<u>D</u>	
<u>Class E-3 Common Stock</u>	<u>(4)</u>	<u>(4)</u>	<u>Class A Common Stock</u> <u>358,587</u>	<u>(4)</u>	<u>D</u>	

**Explanation of Responses:**

- 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 June 30, 2023 and expire five years after June 30, 2023 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 June 30, 2023, 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 June 30, 2023, 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 June 30, 2023, 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:**

GSR II Meteora Sponsor LLC, /s/ Gus Garcia, Manager Member 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 5 (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.