

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

☐ 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

☒ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Mintz Brandon Taylor</u> (Last) (First) (Middle) <u>C/O BITCOIN DEPOT INC.,</u> <u>2870 PEACHTREE ROAD NE, SUITE 327</u> (Street) <u>ATLANTA</u> <u>GA</u> <u>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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/18/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 A common stock	09/18/2025		C		69,785	A	\$0	69,785	I	By BD Investment Holdings LLC ⁽⁴⁾
Class A common stock	09/18/2025		S ⁽¹⁾		69,785	D	\$3.9 ⁽²⁾	0	I	By BD Investment Holdings LLC ⁽⁴⁾
Class A common stock	09/19/2025		C		84,852	A	\$0	84,852	I	By BD Investment Holdings LLC ⁽⁴⁾
Class A common stock	09/19/2025		S ⁽¹⁾		84,852	D	\$3.75 ⁽²⁾	0	I	By BD Investment Holdings LLC ⁽⁴⁾
Class A common stock	09/22/2025		C		71,293	A	\$0	71,293	I	BY BD Investment Holdings LLC ⁽⁴⁾
Class A common stock	09/22/2025		S ⁽¹⁾		71,293	D	\$3.64 ⁽²⁾	0	I	By BD investment Holdings LLC ⁽⁴⁾

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				
Class M Common Stock	\$0 ⁽³⁾	09/18/2025		C			69,785	(3)	(3)	Class A Common Stock	69,785	\$0 ⁽³⁾	960,262	I	By BD Investment Holdings LLC ⁽⁴⁾

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				
Class M Common Stock	\$0 ⁽³⁾	09/19/2025		C			84,852	(3)	(3)	Class A Common Stock	84,852	\$0 ⁽³⁾	875,410	I	By BD Investment Holdings LLC ⁽⁴⁾
Class M Common Stock	\$0 ⁽³⁾	09/22/2025		C			71,293	(3)	(3)	Class A Common Stock	71,293	\$0 ⁽³⁾	804,117	I	By BH Investment Holdings LLC ⁽⁴⁾
Class M Common Stock	\$0	09/22/2025		C			0	(3)	(3)	Class A Common Stock	\$0	\$0	39,974,977	I	By BD Investment Holdings II LLC ⁽⁴⁾

Explanation of Responses:

1. The sales of stock reflected in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan entered into by the Reporting Persons on May 31, 2025.
2. The sales price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions on (i) September 18, 2025 at prices ranging from \$3.85 to \$3.95, (ii) on September 19, 2025 at prices ranging from \$3.66 to \$3.93 and (iii) on September 22, 2025 at prices ranging from \$3.54 to \$3.70, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4.
3. The Class M Common Stock is convertible into an equal number of shares of Class A Common Stock upon the transfer by any Reporting Person to a person or entity unaffiliated with Mr. Mintz, and has no expiration date. Pursuant to the Rule 10b5-1 Plan entered into by the Reporting Person on May 31, 2025, an aggregate of 225,930 shares of Class M Common Stock were sold on the dates noted above, resulting in the automatic conversion of the shares into Class A Common Stock upon execution of the sales.
4. Mr. Mintz is the sole managing member of each of BD Investment Holdings LLC and BD Investment Holdings II LLC and controls voting and dispositive power over shares held by such entities.

Remarks:

On May 30, 2025, the Issuer, Mr. Mintz and entities affiliated with Mr. Mintz undertook a transaction (the "Transaction") whereby the Issuer's former "Up-C" structure was unwound and Mr. Mintz and such affiliated entities received one share of Class M Common Stock in exchange for each share of Class V Common Stock indirectly held by them through BT Assets, Inc. immediately prior to consummation of the Transaction. The Transaction resulted in Mr. Mintz and his affiliated entities receiving only the shares they were entitled to under the Up-C structure prior to giving effect to the Transaction. The Form 4 filed in connection with the Transaction inadvertently (i) listed all shares of Class M Common Stock held by BD Investment Holdings LLC and BD Investment Holdings II LLC as directly held by Mr. Mintz and (ii) omitted the direct beneficial ownership by Mr. Mintz of 178,166 shares of the Issuer's Class A Common Stock.

/s/ Christopher Ryan, as attorney-in-fact for Brandon Mintz 09/22/2025

** 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.

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