FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

APPROVAL

OMB Number:	3235-0287
Estimated average burden	

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

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. Hame and Haaroos of Hoperang Forcen			2. Issuer Name and Ticker or Trading Symbol Bitcoin Depot Inc. [ BTM ]	(Check	Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner					
(Last) (First) (Middle) C/O BITCOIN DEPOT INC.,			3. Date of Earliest Transaction (Month/Day/Year) 11/03/2025	X	Officer (give title below)  Chief Executive C	Other (specify below)				
2870 PEACHTREE ROAD NE, SUITE 327  (Street) ATLANTA GA 30305			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi	idual or Joint/Group Filing (Chi Form filed by One Reporting Form filed by More than On	g Person				
(City)	(State)	(Zip)								

# 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. Transac Code (Ir 8)		4. Securities A Disposed Of (D	cquired (A )) (Instr. 3,	) or 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Class A Common Stock	11/03/2025		С		92,210	A	\$0	92,210	I	By BD Investment Holdings II LLC <sup>(4)</sup>	
Class A Common Stock	11/03/2025		S <sup>(1)</sup>		92,210	D	\$2.57(2)	0	I	By BD Investment Holdings II LLC <sup>(4)</sup>	
Class A Common Stock	11/04/2025		С		88,559	A	\$0	88,559	I	By BD Investment Holdings II LLC <sup>(4)</sup>	
Class A Common Stock	11/04/2025		S <sup>(1)</sup>		88,559	D	\$2.49(2)	0	I	By BD Investment Holdings II LLC <sup>(4)</sup>	
Class A Common Stock	11/05/2025		С		168,967	A	\$0	168,967	I	By BD Investment Holdings II LLC <sup>(4)</sup>	
Class A Common Stock	11/05/2025		S <sup>(1)</sup>		168,967	D	\$2.7(2)	0	I	By BD Investment Holdings II LLC <sup>(4)</sup>	

## 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)		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Ir 8)		Derivative		6. Date Exerc Expiration Day/Y	ate	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	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		Transaction(s) (Instr. 4)		
Class M Common Stock	\$0 <sup>(3)</sup>	11/03/2025		C			92,210	(3)	(3)	Class A Common Stock	0	\$0 <sup>(3)</sup>	38,103,628	I	By BD Investment Holdings II LLC <sup>(4)</sup>

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. Transac Code (In 8)		Derivative		D)		d 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	Reported	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		Transaction(s) (Instr. 4)		
Class M Common Stock	\$0 <sup>(3)</sup>	11/04/2025		C			88,559	(3)	(3)	Class A Common Stock	0	\$0 <sup>(3)</sup>	38,015,069	I	By BD Investment Holdings II LLC <sup>(4)</sup>
Class M Common Stock	\$0 <sup>(3)</sup>	11/05/2025		С			168,967	(3)	(3)	Class A Common Stock	0	\$0 <sup>(3)</sup>	37,846,102	I	By BD Investment Holdings II LLC <sup>(4)</sup>

## 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) November 3, 2025 at prices ranging from \$2.51 to \$2.68, (ii) on November 4, 2025 at prices ranging from \$2.45 to \$2.58 and (iii) on November 5, 2025 at prices ranging from \$2.50 to \$2.80, 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 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 349,736 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 BD Investment Holdings II LLC and controls voting and dispositive power over the shares held by such entity.

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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 ILLC 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 attorneyin-fact for Brandon Mintz

\*\* 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.