

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **November 4, 2020**

B. RILEY PRINCIPAL MERGER CORP. II
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-39291

(Commission File Number)

84-4290188

(IRS Employer
Identification No.)

299 Park Avenue, 21st Floor
New York, NY 10171

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(212) 457-3300**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of Class A common stock and one-half of one redeemable warrant	BMRG.U	The New York Stock Exchange
Class A common stock, par value \$0.0001 per share	BMRG	The New York Stock Exchange
Warrants, each whole warrant exercisable to purchase one share of Class A common stock, each at an exercise price of \$11.50 per share	BMRG WS	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

In connection with the previously announced potential business combination (the “business combination”) between B. Riley Principal Merger Corp. II (the “Company”) and Eos Energy Storage LLC (“Eos”), on November 4, 2020, Eos issued a press release announcing an agreement to provide energy storage projects to Hecate Energy. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K. There can be no assurance that the business combination will be consummated.

The information in this Item 7.01, including Exhibit 99.1, is furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, regardless of any general incorporation language in such filings. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information of the information in this Item 7.01.

Additional Information and Where to Find It

In connection with the business combination, the Company filed a definitive proxy statement (the “Business Combination Proxy Statement”), with the U.S. Securities and Exchange Commission (the “SEC”) containing a full description of the terms of the business combination.

Investors and security holders of the Company are advised to read the Business Combination Proxy Statement and any amendments thereto, in each case filed in connection the business combination, as these materials will contain important information about the business combination. The Business Combination Proxy Statement has been mailed to the Company’s stockholders of record as of a record date to be established for the special meeting of stockholders relating to the business combination. Stockholders can also obtain copies of the Business Combination Proxy Statement, without charge, once available, at the SEC’s website at www.sec.gov or by directing a request to: B. Riley Principal Merger Corp. II, 299 Park Avenue, 21st Floor, New York, NY 10171.

Forward Looking Statements

Certain statements made in this Current Report on Form 8-K are “forward looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. When used in this Current Report on Form 8-K, the words “estimates,” “projected,” “expects,” “anticipates,” “forecasts,” “plans,” “intends,” “believes,” “seeks,” “may,” “will,” “should,” “future,” “propose” and variations of these words or similar expressions (or the negative versions of such words or expressions) are intended to identify forward-looking statements. These forward-looking statements are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside the Company’s control, that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements. Important factors, among others, that may affect actual results or outcomes include: the inability of the Company to enter into a definitive agreement with respect to the potential business combination or to complete the contemplated transactions with Eos; matters discovered by Eos or the Company as they complete their respective due diligence investigation of the other; the risk that the approval of the stockholders of the Company for the business combination is not obtained; the inability to recognize the anticipated benefits of the potential business combination, which may be affected by, among other things, the amount of funds available in the Company’s trust account following any redemptions by the Company stockholders; the ability to meet the NYSE’s listing standards following the consummation of the transactions contemplated by the potential business combination; costs related to the potential business combination; and those factors discussed in the Business Combination Proxy Statement under the heading “Risk Factors,” and other documents of the Company filed, or to be filed, with the SEC. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Participants in the Solicitation

The Company and its directors and executive officers may be considered participants in the solicitation of proxies with respect to the business combination described herein under the rules of the SEC. Information about those directors and executive officers and a description of their interests in the Company is contained in the Business Combination Proxy Statement. These documents can be obtained free of charge from the sources indicated above.

Non-Solicitation

The disclosure herein is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the potential business combination and shall not constitute an offer to sell or a solicitation of an offer to buy the securities of the Company, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. No offer of securities shall be made except by means of a definitive document.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated November 4, 2020.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

B. RILEY PRINCIPAL MERGER CORP. II

Dated: November 4, 2020

By: /s/ Daniel Shribman

Name: Daniel Shribman

Title: Chief Executive Officer and
Chief Financial Officer



Eos Energy Storage and Global Renewable Developer Hecate Energy to Deliver Over 1 GWh of Energy Storage Projects Across the United States Over the Next Two Years

NOVEMBER 4, 2020 - EDISON, N.J.—Eos Energy Storage LLC (“Eos”), a leading manufacturer of safe, reliable, low-cost zinc battery storage systems, today announced that it has signed a broad-ranging agreement to provide over 1 GWh of energy storage projects at an estimated value of more than \$250 million to Hecate Energy (“Hecate”), a leading global developer, owner and operator of solar, natural gas, wind, and energy-storage projects.

Eos will design, manufacture, and deliver its zinc-based battery solutions to Hecate over the course of the next 24 months across Colorado, New Mexico, and Texas. The projects are a mix of standalone battery storage and storage paired with solar photovoltaics (“PV”) for renewable energy capacity. The announcement of the agreement with Hecate further expands Eos’ pipeline commitments to 3 GWh and, upon the completion of several customary closing conditions, purchase orders from Hecate are expected in the next six to nine months.

These projects are indicative of the shifting dynamics of the energy storage market from shorter duration systems, which are commonly used for quick response power (such as frequency regulation or peak shaving), to longer duration systems, which are much better suited for improving overall grid resiliency and capacity-firming purposes.

“We are excited to be working with a top-tier developer like Hecate,” said Joe Mastrangelo, Chief Executive Officer at Eos. “During the last 18 months, we have been intensely focused on operationalizing our company and bringing our low-cost, nontoxic, nonflammable, zinc-based battery solutions to the marketplace. The investment in our state-of-the-art manufacturing facility in Pittsburgh, PA is paying dividends as we are processing battery orders from customers all over the world. This agreement with Hecate is another significant milestone in our company’s tremendous growth and, importantly, it’s further confirmation that major energy developers are increasingly searching for lower cost and competitive non-lithium options like ours for major projects. Our tangible pipeline has grown by over 70 percent in the last several months and we look forward to continuing this positive commercial momentum.”

“Hecate is thrilled to work with Eos,” said Fazli Qadir, Chief Technology Officer of Hecate Energy. “Eos’ technology is a great fit for the longer-duration application requirements of these projects, and we’re excited by the ability of Eos’ solutions to flexibly operate across a range of use cases that are front and center in the energy industry.”

Eos' zinc-based battery systems are made in the United States and were designed specifically for the stationary storage market. They are unique for their scalable design, ability to withstand extreme temperatures, widely available and non-rare earth materials, and full recyclability. The system is also a cost-effective energy storage solution, with a 15-year to 30-year life and minimal installation and maintenance costs.

As previously announced, B. Riley Principal Merger Corp. II ("BMRG"), a publicly traded special purpose acquisition company, and Eos have entered into a definitive merger agreement for a business combination that would result in Eos becoming a publicly listed company. Upon closing of the transaction, the combined company will be renamed Eos Energy Enterprises, Inc. ("Eos Energy") and intends to list its shares of common stock on Nasdaq under the ticker symbol "EOSE".

About Eos Energy Storage LLC

At Eos, we are on a mission to accelerate clean energy by deploying stationary storage solutions that can help deliver the reliable and cost-competitive power that the market expects in a safe and environmentally sustainable way. Eos has been pursuing this opportunity since 2008 when it was founded. Eos has more than 10 years of experience in battery storage testing, development, deployment, and operation. The Eos Aurora® system integrates Eos' aqueous, Znyth® technology to provide a safe, scalable, and sustainable alternative to lithium-ion. <https://eosenergystorage.com>

About Hecate Energy

Headquartered in Chicago, Illinois, Hecate Energy is a leading developer, owner and operator of utility scale solar, wind and energy storage projects. Over the last 8 years, Hecate has developed and built hundreds of megawatts of operating renewable projects totaling over \$1 billion in asset value, and has entered into more than 1 GW of renewable energy PPAs. Hecate has leveraged its extensive knowledge of power markets, energy development and operations experience to become one of the fastest growing renewable energy companies in the United States. The company is in offtake negotiations for over an additional 2GW of new solar projects, with a mid-stage pipeline of about 12 GW of projects under development, and an active pipeline in excess of 20 GW. <https://www.hecateenergy.com/>

About B. Riley Principal Merger Corp. II

BMRG was formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses.

Additional Information about the Business Combination

In connection with the business combination, BMRG has filed a definitive proxy statement with the United States Securities and Exchange Commission ("SEC"). BMRG stockholders and other interested persons are advised to read the definitive proxy statement, in connection with BMRG's solicitation of proxies for the meeting of stockholders to be held to approve, among other things, the proposed business combination, because the proxy statement will contain important information about BMRG, Eos and the proposed business combination. The definitive proxy statement has been mailed to BMRG stockholders as of the record date established for voting on the proposed business combination. Stockholders can obtain copies of the proxy statement, without charge at the SEC's website at www.sec.gov. Copies of the documents filed with the SEC by BMRG when and if available, can be obtained free of charge by directing a written request to B. Riley Principal Merger Corp. II, 299 Park Avenue, 21st Floor, New York, New York 10171 or by telephone at (212) 457-3300.

Contact

For Eos Energy Storage LLC

Investors

Ed Yuen
ir@eosenergystorage.com

Media

Balki G. Iyer
media@eosenergystorage.com
