

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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).

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>B. Riley Financial, Inc.</u> (Last) (First) (Middle) 11100 SANTA MONICA BLVD, SUITE 800 (Street) LOS ANGELES CA 90025 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>B. Riley Principal Merger Corp. II [BMRG]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 11/04/2020 | |
| 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 | 11/04/2020 | | P | | 490,000 | A | \$10.0828 | 490,000 | I | By B. Riley Securities, Inc. ⁽¹⁾⁽²⁾ |
| Class A Common Stock | 11/05/2020 | | P | | 1,037,633 | A | \$10.1002 | 1,527,633 | I | By B. Riley Securities, Inc. ⁽¹⁾⁽²⁾ |
| Class A Common Stock | 11/06/2020 | | P | | 100 | A | \$10.11 | 1,527,733 | I | By B. Riley Securities, Inc. ⁽¹⁾⁽²⁾ |
| Class A Common Stock | 11/06/2020 | | P | | 300 | A | \$10.0986 | 1,528,033 | I | By B. Riley Securities, Inc. ⁽¹⁾⁽²⁾ |
| Class A Common Stock | 11/06/2020 | | P | | 2,785 | A | \$10.25 | 1,530,818 | I | By B. Riley Securities, Inc. ⁽¹⁾⁽²⁾ |
| Class A Common Stock | 11/06/2020 | | P | | 4,900 | A | \$10.0984 | 1,535,718 | I | By B. Riley Securities, Inc. ⁽¹⁾⁽²⁾ |
| Class A Common Stock | 11/06/2020 | | P | | 10,000 | A | \$10.1 | 1,545,718 | I | By B. Riley Securities, Inc. ⁽¹⁾⁽²⁾ |
| Class A Common Stock | 11/06/2020 | | P | | 48,210 | A | \$10.25 | 1,593,928 | I | By B. Riley Securities, Inc. ⁽¹⁾⁽²⁾ |
| Class A Common Stock | 11/06/2020 | | P | | 754,002 | A | \$10.1 | 2,347,930 | I | By B. Riley Securities, Inc. ⁽¹⁾⁽²⁾ |
| Class A Common Stock | 11/06/2020 | | S | | 740,000 | D | \$10.25 | 1,607,930 | I | By B. Riley Securities, Inc. ⁽¹⁾⁽²⁾ |
| Class A Common Stock | | | | | | | | 50,000 ⁽³⁾ | I | By BRC Partners Opportunity Fund, LP ⁽¹⁾⁽²⁾ |
| Class A Common Stock | | | | | | | | 650,000 ⁽⁴⁾ | I | By B. Riley Principal Sponsor Co. II, LLC ⁽¹⁾⁽²⁾ |

**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 | | | | | |

1. Name and Address of Reporting Person*
[B. Riley Financial, Inc.](#)

(Last) (First) (Middle)
 11100 SANTA MONICA BLVD, SUITE 800

(Street)
 LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[B. Riley Principal Sponsor Co. II, LLC](#)

(Last) (First) (Middle)
 C/O B. RILEY PRINCIPAL MERGER CORP.II
 299 PARK AVENUE, 21ST FLOOR

(Street)
 NEW YORK NY 10171

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[B. RILEY PRINCIPAL INVESTMENTS, LLC](#)

(Last) (First) (Middle)
 21255 BURBANK BLVD, SUITE 400

(Street)
 WOODLAND HILLS CA 91367

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[B. RILEY CAPITAL MANAGEMENT, LLC](#)

(Last) (First) (Middle)
 11100 SANTA MONICA BLVD., SUITE 800

(Street)
 LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[BRC Partners Management GP, LLC](#)

(Last) (First) (Middle)
 11100 SANTA MONICA BLVD SUITE 800

(Street)
 LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BRC Partners Opportunity Fund, LP](#)

(Last) (First) (Middle)
11100 SANTA MONICA BLVD. SUITE 800

(Street)
LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[B. Riley Securities, Inc.](#)

(Last) (First) (Middle)
11100 SANTA MONICA BLVD., SUITE 800

(Street)
LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[RILEY BRYANT R](#)

(Last) (First) (Middle)
11100 SANTA MONICA BLVD., SUITE 800

(Street)
LOS ANGELES CA 90025

(City) (State) (Zip)

Explanation of Responses:

1. BRC Partners Management GP, LLC, a Delaware limited liability company ("BRPGP"), is a subsidiary of B. Riley Capital Management, LLC, a New York limited liability company and registered investment advisor ("BRCM"), and is the general partner of BRC Partners Opportunity Fund, LP, a Delaware limited partnership ("BRPLP"). B. Riley Financial, Inc., a Delaware corporation ("BRF"), is the parent company of BRCM. As a result, BRF, BRCM and BRPGP may be deemed to indirectly beneficially own the shares held by BRPLP. BRF is the parent company of B. Riley Securities, Inc., a Delaware corporation ("BRS"). As a result, BRF may be deemed to indirectly beneficially own the shares held by BRS. B. Riley Principal Investments, LLC ("BRPI") is the sole member of B. Riley Principal Sponsor Co. II, LLC (the "Sponsor") and is a wholly-owned subsidiary of BRF. BRPI and BRF may be deemed to indirectly beneficially own the shares held by the Sponsor.
2. Bryant R. Riley is the Co-Chief Executive Officer and Chairman of the Board of Directors of BRF. As a result, Bryant R. Riley may be deemed to indirectly beneficially own the shares of Common Stock directly held by BRF, BRS, BRPLP and the Sponsor. Each of BRF, BRPGP, BRCM, BRPLP, BRS, BRPI, the Sponsor and Bryant R. Riley disclaims beneficial ownership of the outstanding shares of Common Stock reported herein, except to the extent of its/his respective pecuniary interest therein.
3. The reported shares of Class A Common Stock are within the Issuer's public units, as described under the heading "Description of Securities" in the Issuer's Registration Statement on Form S-1 (File No. 333-237812) (the "Registration Statement").
4. The reported shares of Class A Common Stock are within 650,000 of the Issuer's Private Placement Units, as described under the heading "Description of Securities" in the Issuer's registration statement on Form S-1 (File No. 333- 237812), purchased by the Reporting Persons for \$10.00 per Private Placement Unit.

Remarks:

Certain of these transactions are matchable transactions under Section 16(b) of the Exchange Act. The Reporting Persons will disgorge the full amount of any recoverable profits to the Issuer.

[B. Riley Financial, Inc., by: /s/ Bryant R. Riley, Co-Chief Executive Officer](#) [11/06/2020](#)
[B. Riley Principal Sponsor Co. II, LLC, by: /s/ Phillip Ahn, Authorized Signatory](#)
[B. Riley Principal Investments, LLC, by: /s/ Kenneth Young, Chief Executive Officer](#) [11/06/2020](#)
[B. Riley Capital Management, LLC, by: /s/ Bryant R. Riley, Chief Executive Officer](#) [11/06/2020](#)
[BRC Partners Management GP, LLC, by B. Riley Capital Management, LLC, its sole member, by: /s/ Bryant R. Riley, Chief Executive Officer](#) [11/06/2020](#)
[BRC Partners Opportunity Fund, L.P., by: /s/ Bryant R. Riley, Chief Investment Officer](#) [11/06/2020](#)
[B. Riley Securities, Inc., by: /s/ Andrew Moore, Chief Executive Officer](#) [11/06/2020](#)
[/s/ Bryant R. Riley](#) [11/06/2020](#)
** Signature of Reporting Person Date

* 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.