

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB APPROVAL	
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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> <hr/> (Last) (First) (Middle) 21555 BURBANK BOULEVARD, SUITE 400 <hr/> (Street) WOODLAND CA 91367 HILLS <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/19/2020	3. Issuer Name and Ticker or Trading Symbol <u>B. Riley Principal Merger Corp. II [ BMRG ]</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) 05/19/2020  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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)
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**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	Title	Amount or Number of Shares			
Class B Common Stock	(1)	(1)	Class A Common Stock	4,951,250	(1)	I	By B. Riley Principal Sponsor Co. II, LLC <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
B. Riley Financial, Inc.  


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 (Last) (First) (Middle)  
 21555 BURBANK BOULEVARD, SUITE 400  


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 (Street)  
 WOODLAND CA 91367  
 HILLS  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
B. Riley Principal Sponsor Co. II, LLC  


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


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 (Street)  
 NEW YORK NY 10171  
 HILLS  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

B. RILEY PRINCIPAL INVESTMENTS,  
LLC

(Last) (First) (Middle)

C/O B. RILEY FINANCIAL, INC.  
21255 BURBANK BOULEVARD, SUITE 400

(Street)

WOODLAND HILLS CA 91367

(City) (State) (Zip)

**Explanation of Responses:**

1. The shares of Class B common stock are convertible for shares of the Issuer's Class A common stock 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") and have no expiration date. The shares of Class B common stock beneficially owned by the Reporting Persons include up to 656,250 shares of Class B common stock subject to forfeiture to the Issuer depending on the extent to which the underwriters' over-allotment option is exercised in connection with the Issuer's initial public offering of units, as described in the Registration Statement.

2. 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 B. Riley Financial, Inc. ("BRF"). BRPI and BRF have voting and dispositive power over the securities held by the Sponsor. Each of BRPI and BRF disclaims beneficial ownership over any securities directly held by the Sponsor other than to the extent of any pecuniary interest it may have therein, directly or indirectly.

**Remarks:**

This amendment is being filed to correct an error in the number of shares reported on the Form 3 filed by the Reporting Persons on May 19, 2020.

/s/ Yael Steiner, Attorney-  
in-Fact for B. Riley 06/05/2020  
Financial, Inc.

/s/ Yael Steiner, Attorney-  
in-Fact for B. Riley 06/05/2020  
Principal Sponsor Co. II,  
LLC

/s/ Yael Steiner, Attorney-  
in-Fact for B. Riley 06/05/2020  
Principal Investments,  
LLC

\*\* 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.**