

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

B. Riley Principal Merger Corp. II
(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation
or organization)

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

(Address of Principal Executive Offices)

84-4290188

(I.R.S. Employer
Identification No.)

10171

(Zip Code)

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

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Units, each consisting of one share of Class A common stock and one-half of one redeemable warrant	The New York Stock Exchange
Class A common stock, par value \$0.0001 per share	The New York Stock Exchange
Warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per share	The New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: **333-237812**

Securities to be registered pursuant to Section 12(g) of the Act: **N/A**

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are the units, Class A common stock, par value \$0.0001 per share, and warrants to purchase Class A common stock of B. Riley Principal Merger Corp. II (the "Registrant"). The description of the units, Class A common stock and warrants set forth under the heading "Description of Securities" in the Registrant's prospectus forming a part of its Registration Statement on Form S-1 (File No. 333-237812), originally filed with the U.S. Securities and Exchange Commission on April 23, 2020, as thereafter amended and supplemented from time to time (the "Registration Statement"), to which this Form 8-A relates is incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

Item 2. Exhibits.

The following exhibits have been filed as exhibits to the Registration Statement and are incorporated herein by reference:

- 3.1 [Amended and Restated Certificate of Incorporation \(Incorporated by reference to Exhibit 3.1 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 \(File No. 333-237812\), filed with the U.S. Securities and Exchange Commission on April 28, 2020\).](#)
- 3.2 [Form of Second Amended and Restated Certificate of Incorporation \(Incorporated by reference to Exhibit 3.2 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 \(File No. 333-237812\), filed with the U.S. Securities and Exchange Commission on May 15, 2020\).](#)
- 4.1 [Specimen Unit Certificate \(Incorporated by reference to Exhibit 4.1 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 \(File No. 333-237812\), filed with the U.S. Securities and Exchange Commission on April 28, 2020\).](#)
- 4.2 [Specimen Class A Common Stock Certificate \(Incorporated by reference to Exhibit 4.2 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 \(File No. 333-237812\), filed with the U.S. Securities and Exchange Commission on April 28, 2020\).](#)
- 4.3 [Specimen Warrant Certificate \(Incorporated by reference to Exhibit 4.3 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 \(File No. 333-237812\), filed with the U.S. Securities and Exchange Commission on April 28, 2020\).](#)
- 4.4 [Form of Warrant Agreement between Continental Stock Transfer & Trust Company and the Registrant \(Incorporated by reference to Exhibit 4.4 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 \(File No. 333-237812\), filed with the U.S. Securities and Exchange Commission on May 18, 2020\).](#)
- 10.1 [Form of Investment Management Trust Agreement between Continental Stock Transfer & Trust Company and the Registrant \(Incorporated by reference to Exhibit 10.3 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 \(File No. 333-237812\), filed with the U.S. Securities and Exchange Commission on May 18, 2020\).](#)
- 10.2 [Form of Registration Rights Agreement among the Registrant, and certain security holders signatory thereto \(Incorporated by reference to Exhibit 10.4 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 \(File No. 333-237812\), filed with the U.S. Securities and Exchange Commission on May 18, 2020\).](#)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

B. RILEY PRINCIPAL MERGER CORP. II

Date: May 18, 2020

By: /s/ Daniel Shribman

Name: Daniel Shribman

Title: Chief Executive Officer and
Chief Financial Officer