

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): **September 25, 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, 21<sup>st</sup> 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:

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

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 September 25, 2020, Eos’s Chief Executive Officer, Joe Mastrangelo, spoke with Yahoo Finance. A copy of the transcript of the interview 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 preliminary proxy statement, and intends to file 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 preliminary Business Combination Proxy Statement and any amendments thereto and, when available, the definitive Business Combination Proxy Statement, in each case filed in connection the business combination, as these materials will contain important information about the business combination. The definitive Business Combination Proxy Statement will be 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 will also be able to obtain copies of the Business Combination Proxy Statement, without charge, once available, at the SEC’s website at [www.sec.gov](http://www.sec.gov) or by directing a request to: B. Riley Principal Merger Corp. II, 299 Park Avenue, 21<sup>st</sup> 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.

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## 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>
<a href="#">99.1</a>	<a href="#">Transcript of the Yahoo Finance Interview with Eos Energy Storage Energy LLC's Chief Executive Officer, dated September 25, 2020.</a>

**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: October 1, 2020

By: /s/ Daniel Shribman

Name: Daniel Shribman

Title: Chief Executive Officer and  
Chief Financial Officer

Video Transcript

Fri, September 25, 2020, 10:21 AM EDT

ALEXIS CHRISTOFOROUS: Electric vehicle batteries have been a hot topic since Tesla CEO Elon Musk revealed his plans to revolutionize the car battery. But are there shortfalls when it comes to those lithium ion batteries? Let's bring in the CEO of Eos Energy Storage, Joe Mastrangelo, to discuss. Good morning, Joe. So your company, EOS Energy offers a zinc battery that is a competitor, I guess, to this lithium ion battery. For those who don't know, tell us the difference between those two things.

JOE MASTRANGELO: Yeah, so it's basically a fundamental difference in the chemistry of the battery, where zinc battery, you have a lot more availability of raw materials. You have a higher safety factor. There's very low risk of a thermal runaway, and you have much higher operability and a wide temperature range compared to what you see with lithium ion systems.

BRIAN SOZZI: You have a bunch of former GE executives involved in the company. You, yourself, are a former GE executive. GE's former CFO, Jeff Bornstein, is an advisor to your board.

JOE MASTRANGELO: Right.

BRIAN SOZZI: Walk us through the process as you prepare for that public market debut. What type of discipline is this team bringing ahead of that debut?

JOE MASTRANGELO: Yeah, so I came to the company almost two years ago, and we're really focused on how you take a really good technology concept, an R&D concept, and create an industrialized scalable product. That's what we've been working on the last 18 months. We have a factory located in Pittsburgh, Pennsylvania that's producing product.

We've got systems out in the field running. Now we're just preparing for all the rigors of becoming a public company and filing all the appropriate paperwork and getting the team ready to go from the private realm into the public realm. What we've really tried to bring, is just good operating discipline to hit on our commitments that we made to customers and shareholders.

BRIAN SOZZI: When you expect that.

[INTERPOSING VOICES]

Oh, go ahead, Alexis.

ALEXIS CHRISTOFOROUS: Go ahead, Brian. Sorry.

BRIAN SOZZI: No, no, when do you expect that debut to happen? And why are you going the SPAC route?

JOE MASTRANGELO: Yeah, so we're in the process of getting approval from the SEC. So dependent upon their timeline, should be sometime in the mid fourth quarter. The SPAC route was a great route for us to get a low cost of capital to really scale the company. And we had gotten to this point where we had a good proof of concept, we had systems out running in the field.

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And now it's about how do you scale both manufacturing and our commercial operations of the company. And this was the easiest way for us to get the capital to be able to build the, to build the manufacturing capacity and the team to address the market that we have in front of us.

ALEXIS CHRISTOFOROUS: Talk to us about the cost of your battery versus a lithium ion battery. And also, give us an idea of some of your clients are.

JOE MASTRANGELO: Yeah, so customers run the gamut of industrial factories, utilities, renewable solar and wind farm operators. When you look at the cost of our battery, it really is very simple. There's five core widely available commodities. We have no precious metals. There's no conflict materials. It's nontoxic. So as you scale our business, the cost curve comes down like you've seen in other renewable technologies, like wind and solar.

We use, everything we use in our battery, there's nothing customized for Eos. It's all used in other industries. So we're able to draft off of that capacity that's being utilized by other industries. So it allows us to grow the company faster than if you were trying to develop everything on your own.

BRIAN SOZZI: Interesting this week, I'm sure you saw Elon Musk put out a timeline to reduce battery costs for lithium ion by close to 60% within a few years. But your big smile suggests that lithium ion is not the way of the future.

JOE MASTRANGELO: Well, look, I think when you look at the energy industry, and I've been working in the industry for nearly 30 years, there's always going to be a mix of technologies required to meet every use case. We feel like we have a technology that meets a use case when you're talking about longer duration, harsh operating environments. So if you're talking about discharging energy from two to 10 hours, we have a really good technology for that.

You won't see an Eos battery in an EV, because we just don't have the same power density that you get from lithium ion. So there's a place, and when you look at the size of the market, there's a place for multiple technologies. And we feel like we fit a large swath of the market to be able to give the industry what it's looking for as we go to a lower carbon future as we generate power.

ALEXIS CHRISTOFOROUS: All right, well, good luck with going public. We'll be looking out for that.

JOE MASTRANGELO: Thank you.

ALEXIS CHRISTOFOROUS: We hope to have you back on the day that you do. Joe Mastrangelo, Eos Energy Storage's CEO.

JOE MASTRANGELO: Thanks, Alexis, thanks, Brian.