

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) 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	4,641,250	(1)	I	By B. Riley Principal Sponsor Co. II, LLC ⁽²⁾

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)		
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1. Name and Address of Reporting Person* <u>B. Riley Principal Sponsor Co. II, LLC</u> <hr/> (Last) (First) (Middle) C/O B. RILEY PRINCIPAL MERGER CORP. II 299 PARK AVENUE, 21ST FLOOR <hr/> (Street) NEW YORK NY 10171 HILLS <hr/> (City) (State) (Zip)		
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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:

See Exhibits 24.1, 24.2 and 24.3 - Powers of Attorney.

/s/ Yael Steiner, Attorney-
in-Fact for B. Riley 05/19/2020
Financial, Inc.

/s/ Yael Steiner, Attorney-
in-Fact for B. Riley 05/19/2020
Principal Sponsor Co. II,
LLC

/s/ Yael Steiner, Attorney-
in-Fact for B. Riley 05/19/2020
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.

POWER OF ATTORNEY

The undersigned constitutes and appoints Joel Rubinstein, Daniel Nussen, Yael Steiner, Audrey Bae, Veronique Laverdure and Mary Ann Casey, or any of them acting singly, as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to:

1. prepare, sign, and submit to the Securities and Exchange Commission (the "**SEC**") on its Electronic Data Gathering, Analysis, and Retrieval ("**EDGAR**") Filer Management website a Form ID application, including any amendments and exhibits thereto, and any other related documents as may be necessary or appropriate, to obtain from the SEC access codes to permit filing on the SEC's EDGAR system, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done as required by any rule or regulation of the SEC and the EDGAR Filer Manual as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof; and

2. sign any and all SEC statements of beneficial ownership of securities of B. Riley Principal Merger Corp. II (the "**Company**") on Schedule 13D as required under Section 13 and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and any amendments thereto, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, the Company and any stock exchange on which any of the Company's securities are listed, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13 and Section 16(a), as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the SEC. The authorization set forth above shall continue in full force and effect until the undersigned revokes such authorization by written instructions to the attorneys-in-fact.

The authority granted hereby shall in no event be deemed to impose or create any duty on behalf of the attorneys-in-fact with respect to the undersigned's obligations to file a Form ID, Schedule 13Ds and Forms 3, 4 and 5 with the SEC.

Dated: May 18, 2020

B. RILEY FINANCIAL, INC.

By: /s/ Phillip Ahn

Name: Phillip Ahn

Title: CFO

POWER OF ATTORNEY

The undersigned constitutes and appoints Joel Rubinstein, Daniel Nussen, Yael Steiner, Audrey Bae, Veronique Laverdure and Mary Ann Casey, or any of them acting singly, as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to:

1. prepare, sign, and submit to the Securities and Exchange Commission (the "**SEC**") on its Electronic Data Gathering, Analysis, and Retrieval ("**EDGAR**") Filer Management website a Form ID application, including any amendments and exhibits thereto, and any other related documents as may be necessary or appropriate, to obtain from the SEC access codes to permit filing on the SEC's EDGAR system, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done as required by any rule or regulation of the SEC and the EDGAR Filer Manual as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof; and

2. sign any and all SEC statements of beneficial ownership of securities of B. Riley Principal Merger Corp. II (the "**Company**") on Schedule 13D as required under Section 13 and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and any amendments thereto, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, the Company and any stock exchange on which any of the Company's securities are listed, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13 and Section 16(a), as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the SEC. The authorization set forth above shall continue in full force and effect until the undersigned revokes such authorization by written instructions to the attorneys-in-fact.

The authority granted hereby shall in no event be deemed to impose or create any duty on behalf of the attorneys-in-fact with respect to the undersigned's obligations to file a Form ID, Schedule 13Ds and Forms 3, 4 and 5 with the SEC.

Dated: May 18, 2020

B. RILEY PRINCIPAL INVESTMENTS, LLC

By: /s/ Daniel Shribman

Name: Daniel Shribman

Title: President