

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): **October 8, 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:

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

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 October 8, 2020, Eos issued a press release announcing a partnership with Verdant Microgrid. A copy of the press release 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.

## 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>
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99.1	<a href="#">Press Release, dated October 8, 2020.</a>
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**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 8, 2020

By: /s/ Daniel Shribman

Name: Daniel Shribman

Title: Chief Executive Officer and  
Chief Financial Officer



## Eos Energy Storage to supply Zinc Batteries to Verdant Microgrid installations

**OCTOBER 8, 2020 - EDISON, N.J.**-- Eos Energy Storage LLC ("Eos"), a leading manufacturer of safe, low-cost and long-duration zinc battery storage systems, today announced a partnership with Verdant Microgrid ("Verdant"), a custom microgrid solution provider. Eos will supply its Znyth™ Zinc Hybrid Cathode Technology, the core of its Aurora™ stationary energy storage system, to Verdant's California-based microgrids beginning in the fourth quarter of 2020.

As previously announced, B. Riley Principal Merger Corp. II ("BMRG"), a publicly traded special purpose acquisition company, and Eos have entered into a definitive merger agreement for a business combination that would result in Eos becoming a publicly listed company. Upon closing of the transaction, the combined company will be renamed Eos Energy Enterprises, Inc. ("Eos Energy") and intends to list its shares of common stock on Nasdaq under the ticker symbol "EOSE".

The Eos battery features a 100% depth of discharge and a wide operating temperature range to enable deployment without the use of costly thermal management measures such as HVAC cooling systems and fire suppression systems. The Znyth™ technology requires just five core commodity materials that are derived from non-rare earth and non-conflict minerals which are commercially available and scalable. The technology is also patent protected and made in the United States.

A microgrid is a self-sufficient energy system that generates power in close proximity to the area it serves. These systems are considered to be more efficient and cost effective than central grids because they do not lose as much electricity in transit and they strategically pull energy from various sources, such as the central grid or a battery, depending on the local demand for electricity at any given time.

"Verdant is excited to partner with Eos on this industrial microgrid project," said Robert Babcock, a Partner at Verdant. "The Znyth™ battery technology and Eos' configuration provide our platform with fire safety and energy flexibility that we cannot get from lithium-ion. We are confident that this first project between Verdant and Eos will demonstrate how expansive and beneficial microgrids can be for commercial clients as they provide resiliency, sustainability and cost savings in one package. We look forward to using Eos' long duration solutions in both our behind-the-meter and utility scale projects in the future."

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In addition to the current applications, Eos and Verdant anticipate their partnership will promote the benefits of solar generation and storage, and set an example for future microgrid applications in the United States.

“This partnership opens up new applications for Eos, with onsite energy generation and storage taking center stage,” said Dr. Balki G. Iyer, Chief Commercial Officer of Eos. “Verdant’s approach to on- and off-grid energy management helps reduce spikes in demand with a smooth, clean, cost efficient, reliable power supply. Good technology is the key to creating these value stories that can open a massive market for project owners and operators looking for storage solutions.”

For more information about Eos and its Znyth™ Zinc Hybrid Cathode Technology, please visit <https://eosenergystorage.com/products-technology/>.

#### **About Eos Energy Storage LLC**

At Eos, we are on a mission to accelerate clean energy by deploying stationary storage solutions that can help deliver the reliable and cost-competitive power that the market expects in a safe and environmentally sustainable way. Eos has been pursuing this opportunity since 2008 when it was founded. Eos has more than 10 years of experience in battery storage testing, development, deployment, and operation. The Eos Aurora® system integrates Eos’ aqueous, Znyth® technology to provide a safe, scalable, and sustainable alternative to lithium-ion. <https://eosenergystorage.com>

#### **About B. Riley Principal Merger Corp. II**

BMRG was formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses.

#### **About Verdant Microgrid**

Verdant is a custom microgrid solution provider that provides combined heat and power, solar, battery storage and demand management in a turnkey, economical solution to energy intensive. Verdant recognizes that rapidly evolving technology and electricity market reforms present opportunities for energy-intensive industries to optimize their energy costs while easing the burden on local utility grids. With Verdant, options for energy now include the ability to meet power, heating and cooling requirements with onsite generation. In addition, battery storage can be used to help offset peak use periods and to reduce demand charges from utilities. In extreme cases, Verdant energy and battery solutions can support taking facilities “off grid.” <https://www.verdantmicrogrid.com/>

#### **Additional Information about the Business Combination**

In connection with the business combination, BMRG has filed a preliminary proxy statement with the United States Securities and Exchange Commission (“SEC”). BMRG stockholders and other interested persons are advised to read, when available, the preliminary proxy statement and any amendments thereto and, once available, the definitive proxy statement, in connection with BMRG’s solicitation of proxies for the meeting of stockholders to be held to approve, among other things, the proposed business combination, because the proxy statement will contain important information about BMRG, Eos and the proposed business combination. When available, the definitive proxy statement will be mailed to BMRG stockholders as of a record date to be established for voting on the proposed business combination. Stockholders will also be able to obtain copies of the proxy statement, without charge, once available, at the SEC’s website at [www.sec.gov](http://www.sec.gov). Copies of the documents filed with the SEC by BMRG when and if available, can be obtained free of charge by directing a written request to B. Riley Principal Merger Corp. II, 299 Park Avenue, 21st Floor, New York, New York 10171 or by telephone at (212) 457-3300.

#### **Contact**

##### **For Eos Energy Storage LLC**

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