

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 23, 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 business combination (the “business combination”) between B. Riley Principal Merger Corp. II (the “Company”) and Eos Energy Storage LLC (“Eos”), furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein is an investor presentation that will be used by the Company and Eos. 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 proposed Business Combination, the Company filed a definitive proxy statement (the “Business Combination Proxy Statement”) with the Securities and Exchange Commission (the “SEC”). The Company’s stockholders and other interested persons are advised to read the definitive proxy statement, in each case filed in connection the Business Combination, as these materials contain important information about Eos, the Company and the Business Combination. The definitive proxy statement and other relevant materials for the Business Combination were mailed on or about October 23, 2020 to stockholders of record of the Company as of October 22, 2020, the record date established for voting on the Business Combination. Stockholders of the Company will also be able to obtain copies of the definitive proxy statement and other documents filed with the SEC by the Company, without charge, once available, at the SEC’s web site at [www.sec.gov](http://www.sec.gov), or by directing a request to: B. Riley Principal Merger Corp. II, 299 Park Avenue, 21st 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 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 Nasdaq’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="#">Investor Presentation, dated October 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 23, 2020

By: /s/ Daniel Shribman

Name: Daniel Shribman

Title: Chief Executive Officer and  
Chief Financial Officer

# Eos Energy Storage

## Commercial Pipeline

October 2020



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# Disclaimer

This presentation does not purport to contain all of the information that may be required to evaluate a possible voting or investment decision with respect to B. Riley Principal Merger Corp. II ("BRPM II"). The recipient agrees and acknowledges that this presentation is not intended to form the basis of any voting or investment decision by the recipient and does not constitute investment, tax or legal advice. No representation or warranty, express or implied, is or will be given by BRPM II or Eos Energy Storage LLC ("Eos") or any of their respective affiliates, directors, officers, employees or advisers or any other person as to the accuracy or completeness of the information in this presentation or any other written, oral or other communications transmitted or otherwise made available to any party in the course of its evaluation of the business combination between BRPM II and Eos (the "Business Combination"), and no responsibility or liability whatsoever is accepted for the accuracy or sufficiency thereof or for any errors, omissions or misstatements, negligent or otherwise relating thereto. The recipient also acknowledges and agrees that the information contained in this presentation is preliminary in nature and is subject to change, and any such changes may be material. BRPM II and Eos disclaim any duty to update the information contained in this presentation.

## Important Information About the Business Combination and Where to Find It

BRPM II, a publicly traded special purpose acquisition company, and Eos have entered into a definitive merger agreement relating to the Business Combination that would result in Eos becoming a publicly listed company. Upon the closing of the Business Combination, the combined company will be renamed Eos Energy Enterprises, Inc. and intends to list its shares of common stock on Nasdaq under the ticker symbol "EOSE". In connection with the business combination, BRPM II has filed a definitive proxy statement with the United States Securities and Exchange Commission ("SEC"). BRPM II stockholders and other interested persons are advised to read the definitive proxy statement in connection with BRPM II's solicitation of proxies for the meeting of stockholders to be held to approve, among other things, the Business Combination, because the proxy statement contains important information about BRPM II, Eos and the Business Combination. This material is not a substitute for the definitive proxy statement regarding the Business Combination. Investors and securityholders are urged to read the definitive proxy statement and any other relevant documents that are filed with the SEC carefully and in their entirety because they contain important information about BRPM II, Eos and the Business Combination. The definitive proxy statement was mailed to BRPM II stockholders of record as of October 22, 2020, the record date established for voting on the Business Combination. Stockholders may obtain copies of the definitive proxy statement without charge at the SEC's website at [www.sec.gov](http://www.sec.gov). Copies of the documents filed with the SEC by BRPM II 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.

## Participants in the Solicitation

BRPM II and its directors and executive officers may be deemed participants in the solicitations of proxies from BRPM II's stockholders with respect to the Business Combination. A list of the names of those directors and executive officers and a description of their interests in BRPM II is contained in the definitive proxy statement. Eos and its directors and executive officers may also be deemed to be participants in the solicitation of proxies from the stockholders of BRPM II in connection with the Business Combination.

## Forward-Looking Statements and Investment Considerations

This presentation includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1996. BRPM II's and Eos's actual results may differ from their expectations, estimates and projections and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as "expect", "estimate", "project", "budget", "forecast", "anticipate", "intend", "plan", "may", "will", "could", "should", "believes", "predicts", "potential", "continue", and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, BRPM II's and Eos's expectations with respect to future performance and anticipated financial impacts of the Business Combination, the satisfaction of closing conditions to the Business Combination and the timing of the completion of the Business Combination. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Factors that may cause such differences include, but are not limited to: (1) the inability of BRPM II to complete the Business Combination; (2) matters discovered by BRPM II or Eos as they complete their respective due diligence investigations of each other; (3) the outcome of any legal proceedings that may be instituted against BRPM II or Eos following announcement of the Business Combination; (4) the risk that the announcement or consummation of the Business Combination disrupts current plans and operations; (5) the inability to recognize the anticipated benefits of the Business Combination; (6) costs related to the Business Combination; (7) changes in the applicable laws or regulations; and (8) other risks and uncertainties indicated from time to time in BRPM II's filings with the SEC. BRPM II cautions that the foregoing list of factors is not exclusive and not to place undue reliance upon any forward-looking statements, which speak only as of the date made. Neither BRPM II nor Eos undertakes or accepts any obligation to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

## Industry and Market Data

In this presentation, we rely on and refer to information and statistics regarding market participants in the sectors in which Eos competes and other industry data. We obtained this information and statistics from third party sources, including reports by market research firms and company filings.

## No Offer or Solicitation

This presentation shall not constitute a solicitation of a proxy, consent or authorization with respect to any securities or in respect of the Business Combination. This presentation shall also not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any states or jurisdictions in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of section 10 of the Securities Act of 1933, as amended.

## Use of Projections

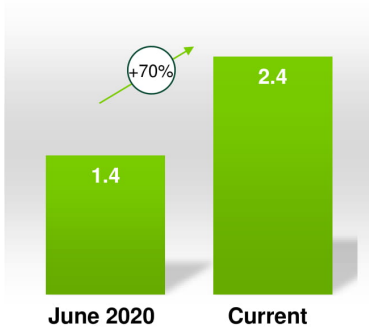
This presentation also contains certain financial forecasts of Eos, which were prepared in good faith on a basis believed to be reasonable. Such financial forecasts have not been prepared in conformity with GAAP. Neither BRPM II's nor Eos's independent auditors have studied, reviewed, compiled or performed any procedures with respect to the projections for the purpose of their inclusion in this presentation, and accordingly, neither of them expressed an opinion or provided any other form of assurance with respect thereto for the purpose of this presentation. These projections are for illustrative purposes only and should not be relied upon as being necessarily indicative of future results. In this presentation, certain of the above-mentioned projected information has been provided for purposes of providing comparisons with historical data. The assumptions and estimates underlying the prospective financial information are inherently uncertain and are subject to a wide variety of significant business, economic and competitive risks and uncertainties that could cause actual results to differ materially from those contained in the prospective financial information. Projections are inherently uncertain due to a number of factors outside of Eos's control. Accordingly, there can be no assurance that the prospective results are indicative of future performance of the combined company after the Business Combination or that actual results will not differ materially from those presented in the prospective financial information. Inclusion of the prospective financial information in this presentation should not be regarded as a representation by any person that the results contained in the prospective financial information will be achieved.

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# Eos Commercial Pipeline

## Pipeline Evolution (\$B)



Gwh	8.0	14.5	81%
# Customers	58	74	28%
# of Projects	97	104	7%

1. Market shifting to longer duration (4+ hours) storage
  - Solar plus storage is a rapidly growing segment
  - Eos product specifically built to serve solar "firming capacity"
2. Improved pipeline quality
  - Organically grown through investor network, past working relationships, in bound calls & active deployment performance
  - All projects pre-qualified with a technical customer use case
3. Building strong commercial team
  - From 2 to 8 people in 4 months
  - US focused today...Global post-merger
4. Deliver financial results
  - Closed \$2.5M orders in last 30...targeting \$30M in next 60 days
  - Signed \$0.6B commitments post merger announcement ... \$45M '21 revenue<sup>1</sup> & \$262M '22 revenue<sup>2</sup>

Current pipeline is ~8X revenue target of \$310MM in next 24 months

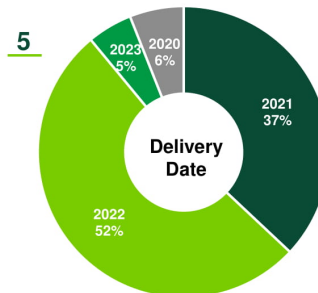
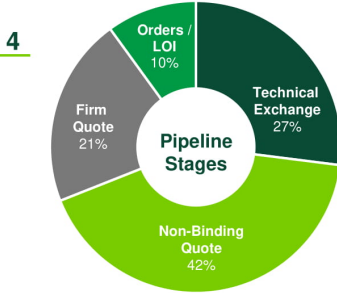
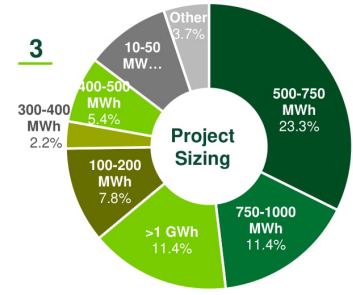
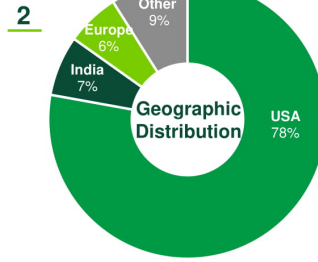
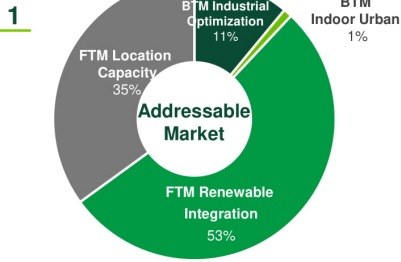
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(1) 2021 revenue of \$50.3 million in definitive proxy statement filed with SEC on October 23, 2020 was based on forecasted commitments.  
 (2) 2022 revenue of \$268.6 million in definitive proxy statement filed with SEC on October 23, 2020 was based on forecasted commitments.



# 14.5 GWh Actively Managed Orders & Pipeline

130+ potential clients engaged addressing short-term and medium-term priorities



### Present Focus

- US centric focus on capture evolving secular trends
- Addressed Direct channel (FTM), large projects focused on longer delivery horizon
- Successfully delivered 3GWh signed LOIs and commitments

### 2021+

- Extend FTM relationships to deliver "follow-on" orders
- Focused on building BTM urban storage strategy
- Expand global presence

Note: Pipeline data as of August 2020.

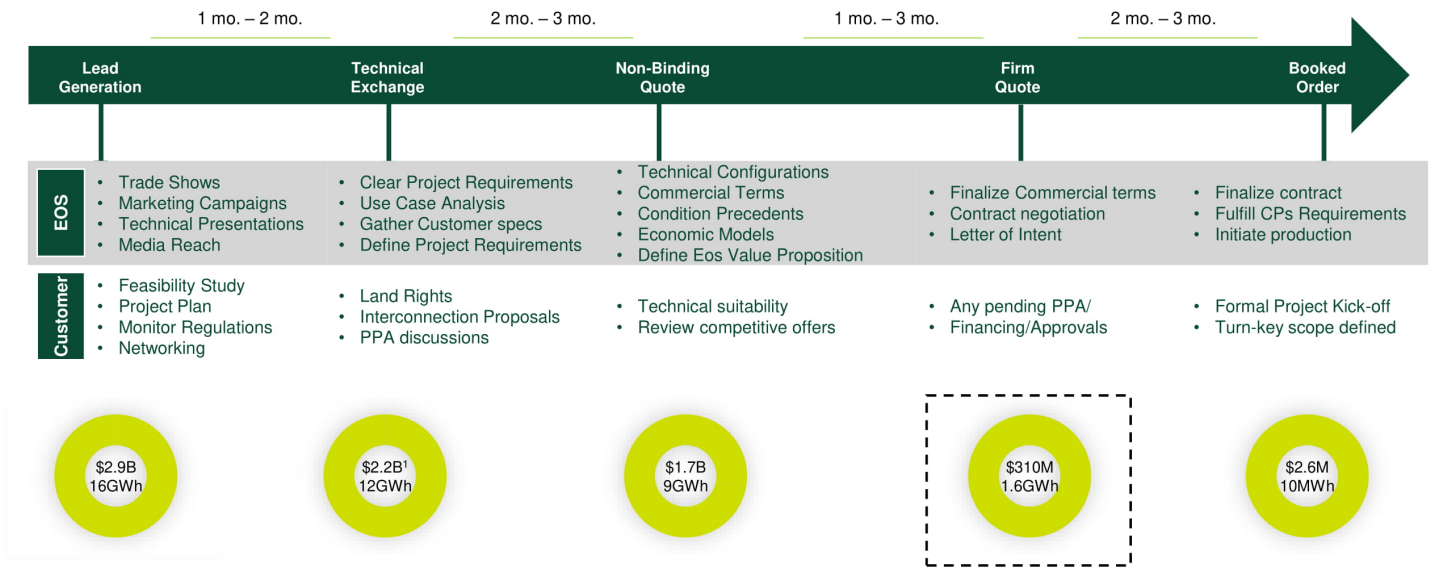
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# Deal execution cycle

Indicative timeline from initial engagement to close & total client segregation by project stage



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# Material opportunities in focus

## Customer LOI conversion to Revenue

Target Close	Revenue (\$M)	MWh	2021 Revenue	2022 Revenue	2023 Revenue	Catalyst to Close
Oct 2020	\$1.0	0.5				Contract Approval
Nov 2020	\$38.8	200		\$38.8		Signed PPA
Nov 2020	\$1.2	4	\$1.2			Signed PPA
Dec 2020	\$15.5	80	\$15.5			Finalized Financing
Dec 2020	\$5.8	20	\$5.8			Signed PPA
Dec 2020	\$0.1	0.5	\$0.1			Signed PPA
May 2021	\$31.0	160		\$31.0		Signed PPA
May 2021	\$87.5	500			\$87.5	Signed PPA/Interconnection
June 2021	\$193.8	1000		\$193.8		Interconnection
June 2021	\$11.5	50	\$11.5			Signed PPA/Interconnection
June 2021	\$11.5	50	\$11.5			Signed PPA/Interconnection
<b>Total</b>	<b>\$397.7</b>	<b>2,066</b>	<b>\$45.6</b>	<b>\$263.6</b>	<b>\$87.5</b>	

## 2021 Key Opportunities

	2021 Revenue	MWh	Catalyst to Close
Focus Next 60 Days	\$18.0	80.0	PPA Amendment
	\$4.9	25.0	Investor Approval
	\$4.6	18.0	Signed PPA
	\$4.4	12.0	Technical Selection
	\$3.3	7.2	Management Review
	\$2.8	6.0	Technical Selection
	\$1.2	4.0	Signed PPA
	\$1.0	4.0	Technical Selection
	\$1.0	8.0	Technical Selection
	\$0.4	1.0	Management Review
<b>Total</b>	<b>\$41.6</b>	<b>165.2</b>	
1H 2021	\$57.2	320.0	Signed PPA
	\$25.0	99.0	Technical Selection
	\$19.8	120.0	Signed PPA
	\$4.4	16.0	Technical Selection
	\$1.9	8.0	Management Review
\$1.6	8.0	Technical Selection	
<b>Total</b>	<b>\$109.9</b>	<b>571.0</b>	
<b>Grand Total</b>	<b>\$151.5</b>	<b>736.2</b>	

Focused pipeline to deliver 2021 and 2022 Revenue targets

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**Eos Energy Storage  
Commercial Pipeline  
October 2020**

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