

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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) 21255 BURBANK BOULEVARD, SUITE 400 <hr/> (Street) WOODLAND CA 91367 HILLS <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>B. Riley Principal Merger Corp. II [BMRG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/22/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/22/2020		J ⁽¹⁾		650,000	A	\$10	650,000	I	By B. Riley Principal Sponsor Co. II, LLC ⁽²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person*
B. Riley Financial, Inc.

 (Last) (First) (Middle)
 21255 BURBANK BOULEVARD, SUITE 400

 (Street)
 WOODLAND CA 91367
 HILLS

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
B. Riley Principal Sponsor Co. II, LLC

 (Last) (First) (Middle)
 C/O B. RILEY PRINCIPAL MERGER CORP. II
 299 PARK AVENUE, 21ST FLOOR

 (Street)
 NEW YORK NY 10171

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
B. RILEY PRINCIPAL INVESTMENTS, LLC

(Last) (First) (Middle)
21255 BURBANK BOULEVARD, SUITE 400

(Street)
WOODLAND HILLS CA 91367

(City) (State) (Zip)

Explanation of Responses:

1. The reported shares of Class A Common Stock are within 650,000 of the Issuer's Private Placement Units, as described under the heading "Description of Securities " in the Issuer's registration statement on Form S-1 (File No. 333- 237812), purchased by the Reporting Persons for \$10.00 per Private Placement Unit.

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.

/s/ Yael Steiner, Attorney-in-Fact for B. Riley Financial, Inc. 05/22/2020

/s/ Yael Steiner, Attorney-in-Fact for B. Riley Principal Sponsor Co., LLC 05/22/2020

/s/ Yael Steiner, Attorney-in-Fact for B. Riley Principal Investments, LLC 05/22/2020

** 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 4 (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.