



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

October 23, 2020

Daniel Shribman  
Chief Executive Officer  
B. Riley Principal Merger Corp. II  
299 Park Avenue, 21st Floor  
New York, New York 10171

**Re: B. Riley Principal Merger Corp. II**  
**Preliminary Proxy Statement on Schedule 14A**  
**Filed September 11, 2020**  
**File No. 001-39291**

Dear Mr. Shribman:

We have completed our review of your filing. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

Division of Corporation Finance  
Office of Manufacturing

cc: Joel Rubinstein