



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