



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

DIVISION OF
CORPORATION FINANCE

December 7, 2022

Jonathan Ledecky
Chief Operating Officer
Northern Star Investment Corp. II
405 Lexington Avenue, 44th Floor
New York, NY 10174

Re: Northern Star Investment Corp. II
Preliminary Proxy Materials
Filed November 22, 2022
File No. 001-39929

Dear Jonathan Ledecky:

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 Finance

cc: Jeffrey M. Gallant