



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

DIVISION OF  
CORPORATION FINANCE

January 6, 2022

Mohsin Y. Meghji  
Chairman and Chief Executive Officer  
M3-Brigade Acquisition II Corp.  
1700 Broadway, 19th Floor  
New York, NY 10019

**Re: M3-Brigade Acquisition II Corp.**  
**Preliminary Proxy Statement on Schedule 14A**  
**Filed September 27, 2021**  
**File No. 001-40162**

Dear Mr. Meghji:

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 Technology

cc: John L. Robinson, Esq.