



DIVISION OF  
CORPORATION FINANCE

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

May 8, 2023

Lewis Silberman  
Co-Chief Executive Officer  
GSR II Meteora Acquisition Corp.  
418 Broadway, Suite N  
Albany, New York 12207

**Re: GSR II Meteora Acquisition Corp.**  
**Preliminary Proxy Statement on Schedule 14A**  
**Filed April 21, 2023**  
**File No. 001-41305**

Dear Lewis Silberman:

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 Crypto Assets

cc: Steven Stokdyk