

Hennessy Capital Acquisition Corp II
Form 8-A12B
July 21, 2015

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF THE

SECURITIES EXCHANGE ACT OF 1934

HENNESSY CAPITAL ACQUISITION CORP. II

(Exact Name of Registrant as Specified in Its Charter)

Delaware **47-3913221**
(State of Incorporation or Organization) (I.R.S. Employer Identification No.)

700 Louisiana Street

Suite 900 **77002**

Houston, Texas
(Address of Principal Executive Offices) (Zip Code)

If this form
relates to
the
registration

of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. o

Securities Act registration statement file number to which this form relates: **333-205152**
(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be Registered	Name of Each Exchange on Which Each Class is to be Registered
Units, each consisting of one share of Common Stock and one Warrant	The NASDAQ Stock Market LLC

Common Stock, par value \$0.0001 per share

The NASDAQ Stock Market LLC

**Warrants, each exercisable for one half of a share of Common Stock
at an exercise price of \$5.75 per half share**

The NASDAQ Stock Market LLC

Securities to be registered pursuant to Section 12(g) of the Act:

N/A
(Title of Class)

Item 1. Description of Registrant’s Securities to be Registered.

The securities to be registered hereby are the units, common stock and warrants to purchase common stock of Hennessy Capital Acquisition Corp. II (the “**Company**”). The description of the units, common stock and warrants contained in the section entitled “Description of Securities” in the prospectus included in the Company’s Registration Statement on Form S-1 (File No. 333- 205152) filed with the Securities and Exchange Commission on June 22, 2015, as amended from time to time (the “**Registration Statement**”), to which this Form 8-A relates, is incorporated herein by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that is subsequently filed is also incorporated by reference herein.

Item 2. Exhibits.

The following exhibits have been filed as exhibits to the Registration Statement, as amended, and are incorporated herein by reference:

Exhibit No. Description

- 3.1 Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company’s Registration Statement on Form S-1 (File No. 333-205152), filed with the Securities and Exchange Commission on June 22, 2015).
- 3.2 Form of Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to the Company’s Registration Statement on Form S-1 (File No. 333-205152), filed with the Securities and Exchange Commission on June 22, 2015).
- 3.3 Bylaws (incorporated by reference to Exhibit 3.3 to the Company’s Registration Statement on Form S-1 (File No. 333-205152), filed with the Securities and Exchange Commission on June 22, 2015).
- 4.1 Specimen Unit Certificate (incorporated by reference to Exhibit 4.1 to the Company’s Registration Statement on Form S-1 (File No. 333-205152), filed with the Securities and Exchange Commission on June 22, 2015).
- 4.2 Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.2 to the Company’s Registration Statement on Form S-1 (File No. 333-205152), filed with the Securities and Exchange Commission on June 22, 2015).
- 4.3 Specimen Warrant Certificate (incorporated by reference to Exhibit 4.3 to the Company’s Registration Statement on Form S-1 (File No. 333-205152), filed with the Securities and Exchange Commission on June 22, 2015).

4.4 Form of Warrant Agreement between Continental Stock Transfer & Trust Company and the Company (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-1 (File No. 333-205152), filed with the Securities and Exchange Commission on June 22, 2015).

10.1 Form of Investment Management Trust Agreement between Continental Stock Transfer & Trust Company and the Company (incorporated by reference to Exhibit 10.3 to the Company's Registration Statement on Form S-1 (File No. 333-205152), filed with the Securities and Exchange Commission on June 22, 2015).

10.2 Form of Registration Rights Agreement between the Company and certain securityholders ((incorporated by reference to Exhibit 10.4 to the Company's Registration Statement on Form S-1 (File No. 333-205152), filed with the Securities and Exchange Commission on June 22, 2015).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Very truly yours,

**HENNESSY
CAPITAL ACQUISITION CORP. II**

By: /s/ Daniel J. Hennessy
Daniel J. Hennessy
Chief Executive Officer and

Chairman of the Board of Directors

Dated: July 21, 2015