Hennessy Capital Acquisition Corp II Form 3 July 22, 2015 FORM 3 UNITED STATES

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB 3235-0104 Number: January 31, 2005 Estimated average burden hours per response... 0.5

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Form filed by More than One

Person

Reporting Person

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> Burns Richard Edward	2. Date of Event RequiringStatement(Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol Hennessy Capital Acquisition Corp II [HCAC]		
(Last) (First) (Middle)	07/22/2015	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)	
C/O HENNESSY CAPITAL		(Check all applicable)	× • •	

X Director

Officer

(give title below) (specify below)

ACQ CORP. II, 700 LOUISIANA STREET, SUITE 900

(Street)

(State)

HOUSTON, TXÂ 77002

(City)

Table I - Non-Derivative Securities Beneficially Owned

10% Owner

_ Other

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	50,000	D	Â
Common Stock	102,958	Ι	See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Zip)

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	Ownership Benef	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	· · · ·	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Burns Richard Edward C/O HENNESSY CAPITAL ACQ CORP. II 700 LOUISIANA STREET, SUITE 900 HOUSTON, TXÂ 77002

ÂX Â Â Â

Signatures

/s/ Richard 07/22/2015 Burns 07/22/2015 <u>**</u>Signature of Date Date Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reporting person indirectly holds these shares through his membership interest in Hennessy Capital Partners II LLC, over which the reporting person does not have voting or dispositive control.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.