

Hennessy Capital Acquisition Corp II  
 Form 3  
 July 22, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â HENNESSY DANIEL J</p> <p>(Last) (First) (Middle)</p> <p>C/O HENNESSY CAPITAL ACQ CORP. II,Â 700 LOUISIANA STREET, SUITE 900</p> <p>(Street)</p> <p>HOUSTON,Â TXÂ 77002</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/22/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Hennessy Capital Acquisition Corp II [HCAC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  Chief Executive Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person  <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

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	4,591,250	I	See Footnote <u>(1)</u> <u>(2)</u>

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

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENNESSY DANIEL J C/O HENNESSY CAPITAL ACQ CORP. II 700 LOUISIANA STREET, SUITE 900 HOUSTON, TX 77002	X	X	Chief Executive Officer	
Hennessy Capital Partners II LLC 700 LOUISIANA STREET, SUITE 900 HOUSTON, TX 77002				Sponsor
Hennessy Capital LLC 10 SOUTH WACKER DRIVE SUITE 3175 CHICAGO, IL 60606				MGR of Hennessy Cap Partner II

## Signatures

/s/ Daniel J. Hennessy	07/22/2015
**Signature of Reporting Person	Date
/s/ Daniel J. Hennessy Managing Member of Hennessy Capital Partners II LLC, as Managing Member of Hennessy Capital LLC	07/22/2015
**Signature of Reporting Person	Date
/s/ Daniel J. Hennessy Managing Member of Hennessy Capital LLC	07/22/2015
**Signature of Reporting Person	Date

## 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) These shares represent common stock held by Hennessy Capital Partners II LLC ("HCP"), acquired pursuant to a subscription agreement dated as of April 29, 2015 by and among HCP and the registrant. Daniel J. Hennessy, the Chairman and Chief Executive Officer of the registrant, is the sole managing member of Hennessy Capital LLC, the sole managing member of HCP. Mr. Hennessy has sole voting and dispositive control over the shares held by HCP and may be deemed the beneficial owner of such shares. These shares include an aggregate of 656,250 shares that are subject to forfeiture to the extent that the underwriter's do not exercise their overallotment option in connection with the registrant's initial public offering in full.
- (2) Mr. Hennessy disclaims beneficial ownership over any securities owned by HCP in which he does not have any pecuniary interest.

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.