

Hennessy Capital Acquisition Corp II  
Form 8-K  
July 28, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 28, 2015 (July 22, 2015)

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**HENNESSY CAPITAL ACQUISITION CORP. II**

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(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**001-37509**

(Commission File Number)

**47-3913221**

(I.R.S. Employer Identification Number)

**700 Louisiana Street**

**77002**

**Suite 900**

**Houston, Texas**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(713) 300-8242**

**Not Applicable**

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On July 22, 2015, the registration statement (File No. 333-205152) (the “Registration Statement”) for Hennessy Capital Acquisition Corp. II’s (the “Company”) initial public offering (“IPO”) was declared effective by the Securities and Exchange Commission. In connection therewith and the closing of the IPO, the Company entered into the following agreements previously filed as exhibits to the Registration Statement:

An Underwriting Agreement, dated Jul 22, 2015, between the Company and UBS Securities LLC and Cantor Fitzgerald & Co. as representatives of the underwriters;

An Investment Management Trust Agreement, dated July 22, 2015, between the Company and Continental Stock Transfer & Trust Company;

A Warrant Agreement, dated July 22, 2015, between the Company and Continental Stock Transfer & Trust Company;

A Registration Rights Agreement, dated July 22, 2015, between the Company and certain initial security holders of the Company;

A Letter Agreement by and between the Company and certain security holders, officers and directors of the Company; and

An Administrative Services Agreement by and between the Company and Hennessy Capital LLC.

On July 28, 2015, the Company consummated its IPO of 17,500,000 units (the “Units”). Each Unit consists of one share of common stock, \$0.0001 par value per (“Common Stock”), and one warrant (“Public Warrant”), to purchase one-half of one share of Common Stock at an exercise price of \$5.75 per half share (\$11.50 per full share). The Units were sold at an offering price of \$10.00 per Unit, generating gross proceeds of \$175,000,000. The Company has granted the underwriters a 45-day option to purchase up to 2,625,000 additional units to cover over-allotments, if any.

**Item 3.02. Unregistered Sales of Equity Securities.**

Simultaneously with the consummation of the IPO and the sale of the Units, the Company consummated the private placement (“Private Placement”) of 13,900,000 warrants (“Placement Warrants”) at a price of \$0.50 per Placement Warrant, generating total proceeds of \$6,950,000. The Placement Warrants, which were purchased by Hennessy Capital Partners II, LLC, are substantially similar to the Public Warrants, except that if held by the original holder or their permitted assigns, they (i) may be exercised for cash or on a cashless basis, (ii) are not subject to being called

for redemption and (iii) subject to certain limited exceptions, will be subject to transfer restrictions until 30 days following the consummation of the Company's initial business combination. If the Placement Warrants are held by holders other than its initial holders, the Placement Warrants will be redeemable by the Company and exercisable by holders on the same basis as the Public Warrants.

**Item 5.03. Amendments to Certificate of Incorporation or Bylaws; Change in Fiscal Year.**

On July 22, 2014, the Company filed its Amended and Restated Certificate of Incorporation in the State of Delaware. The terms of the Amended and Restated Certificate of Incorporation are set forth in the Registration Statement and are incorporated herein by reference. A copy of the Amended and Restated Certificate of Incorporation is attached as Exhibit 3.1 hereto and is incorporated by reference herein.

**Item 8.01. Other Events.**

A total of \$175,000,000 of the net proceeds from the IPO and the Private Placement were placed in a trust account established for the benefit of the Company's public stockholders at JP Morgan Chase Bank, N.A., with Continental Stock Transfer & Trust Company acting as trustee. Except for the withdrawal of interest to pay taxes or working capital expenses, none of the funds held in the trust account will be released until the earlier of the completion of the Company's initial business combination or the redemption of 100% of the Common Stock issued by the Company in the IPO if the Company is unable to consummate an initial business combination within 24 months from the closing of the IPO.

Copies of the press releases issued by the Company announcing the pricing of the IPO and the consummation of the IPO are included as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d)Exhibits.

- 1.1 Underwriting Agreement between the Company and UBS Securities LLC and Cantor Fitzgerald & Co.
- 3.1 Amended and Restated Certificate of Incorporation
- 4.1 Warrant Agreement between Continental Stock Transfer & Trust Company and the Company
- 10.1 Investment Management Trust Account Agreement between Continental Stock Transfer & Trust Company and the Company
- 10.2 Registration Rights Agreement among the Company and certain security holders
- 10.3 Letter Agreement by and between the Company and security holders and the officers and directors of the Company
- 10.4 Administrative Services Agreement by and between the Company and Hennessy Capital LLC.
- 99.1 Press Release Announcing Pricing of IPO
- 99.2 Press Release Announcing Closing of IPO

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 28, 2015

HENNESSY CAPITAL  
ACQUISITION CORP. II

By: /s/ Daniel J. Hennessy

Name: Daniel J. Hennessy

Title: Chief Executive Officer

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