

Hennessy Capital Acquisition Corp II
 Form 4
 August 06, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
HENNESSY DANIEL J

2. Issuer Name and Ticker or Trading Symbol
Hennessy Capital Acquisition Corp II [HCACU]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
C/O HENNESSY CAPITAL ACQUISITION CORP II, 700 LOUISIANA STREET, SUITE 900
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

HOUSTON, TX 77002
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	08/04/2015		J	41,273 (1)	\$ 0 (1)	4,549,977	I
				(A) or (D)	Price		See Footnote (2) (3)

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENNESSY DANIEL J C/O HENNESSY CAPITAL ACQUISITION 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	08/06/2015
__Signature of Reporting Person	Date
/s/ Daniel J. Hennessy Managing Member of Hennessy Capital Partners II LLC, as Managing Member of Hennessy Capital LLC	08/06/2015
__Signature of Reporting Person	Date
/s/ Daniel J. Hennessy Managing Member of Hennessy Capital LLC	08/06/2015
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) As contemplated in connection with the initial public offering of Hennessy Capital Acquisition Corp. II (the "Issuer"), 41,273 shares of common stock, par value \$0.0001 per share, were returned to the Issuer for no consideration and cancelled because the underwriters' over-allotment option was not exercised in full.

(2) 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 Issuer. Daniel J. Hennessy, the Chairman and Chief Executive Officer of the Issuer, 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.

(3) 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.

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