

Hennessy Capital Acquisition Corp II
Form SC 13G
January 26, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Hennessy Capital Acquisition Corp. II

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.0001

(Title of Class of Securities)

42588J100

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 42588J100

Names of Reporting Persons

1. Hennessy Capital Partners II LLC

Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
2. (b)

SEC Use Only

- 3.

Citizenship or Place of Organization

4. Delaware

Number of Shares Sole Voting Power

Beneficially Owned 5.4,549,977

By Each Reporting

Shared Voting Power

Person With:

6.0

Sole Dispositive Power

7.4,549,977

8. Shared Dispositive Power

0

Aggregate Amount Beneficially Owned by Each Reporting Person

9. 4,549,977

Check if the Aggregate Amount in Row (9) Excludes Certain Shares

10. (See Instructions)

Percent of Class Represented by Amount in Row (9)

11. 18.2%

Type of Reporting Person (See Instructions)

12. OO

2

CUSIP No. 42588J100

Names of Reporting Persons

1. Hennessy Capital LLC

Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
2. (b)

SEC Use Only

- 3.

Citizenship or Place of Organization

4. Delaware

Number of Shares Sole Voting Power

Beneficially Owned 5.0

By Each Reporting

Shared Voting Power

Person With:

6.4,549,977

Sole Dispositive Power

7.0

8. Shared Dispositive Power

4,549,977

Aggregate Amount Beneficially Owned by Each Reporting Person

9. 4,549,977

Check if the Aggregate Amount in Row (9) Excludes Certain Shares

10. (See Instructions)

Percent of Class Represented by Amount in Row (9)

11. 18.2%

Type of Reporting Person (See Instructions)

12. OO

3

CUSIP No. 42588J100

Names of Reporting Persons

1. Daniel J. Hennessy

Check the Appropriate Box if a Member of a Group(See Instructions)

- (a)
2. (b)

SEC Use Only

- 3.

Citizenship or Place of Organization

4. United States

Number of Shares Sole Voting Power

Beneficially Owned 5.0

By Each Reporting

Shared Voting Power

Person With:

6.4,549,977

Sole Dispositive Power

7.0

8. Shared Dispositive Power

4,549,977

Aggregate Amount Beneficially Owned by Each Reporting Person

9. 4,549,977

Check if the Aggregate Amount in Row (9) Excludes Certain Shares

10. (See Instructions)

Percent of Class Represented by Amount in Row (9)

11. 18.2%*

Type of Reporting Person (See Instructions)

12. IN

* Hennessy Capital LLC is the managing member of Hennessy Capital Partners II LLC. Daniel J. Hennessy is the sole managing member of Hennessy Capital LLC. Consequently, Mr. Hennessy may be deemed the beneficial owner of the shares held by Hennessy Capital Partners II LLC and has sole voting and dispositive control over such shares.

Item 1(a). Name of Issuer

Hennessy Capital Acquisition Corp. II (the “Issuer”)

Item 1(b). Address of the Issuer’s Principal Executive Offices

700 Louisiana Street, Suite 900

Houston, Texas 77002

Item 2(a). Names of Persons Filing

This Statement is filed on behalf of each of the following persons (collectively, the “Reporting Persons”):

(i) Hennessy Capital Partners II LLC

(ii) Hennessy Capital LLC

(iii) Daniel J. Hennessy

Item 2(b). Address of the Principal Business Office, or if none, Residence:

The address of the principal business and principal office of each of the Reporting Persons is Hennessy Capital LLC, 3485 N. Pines Way, Suite 110, Wilson, WY 83014.

Item 2(c). Citizenship

(i) Hennessy Capital Partners II LLC is a limited liability company formed in the State of Delaware.

(ii) Hennessy Capital LLC is a limited liability company formed in the State of Delaware.

(ii) Daniel J. Hennessy is a citizen of the United States.

Item 2(d). Title of Class of Securities

Common Stock, \$0.0001 par value per share.

Item 2(e). CUSIP Number

42588J100

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or Dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(b) or the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An Investment adviser in accordance with Rule 13d-1 (b)(1)(ii)(e).
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d 1(b)(1)(ii)(f).
- (g) A Parent Holding Company or control person in accordance with Rule 13d 1(b)(1)(ii)(g).
- (h) A Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act.

(i) A Church Plan that is excluded from the definition of an investment company under Section 3 (c)(14) of the Investment Company Act.

(j) Group, in accordance with Rule 13d-1 (b)(1)(ii)(j).

Not applicable

Ownership

The responses to Items 5-11 of the cover pages of this Schedule 13G are incorporated herein by reference.

Item 4.

The reporting persons own an aggregate of 4,549,977 shares of the Issuer's common stock, representing 18.2% of the total common stock issued and outstanding. Each reporting person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATE: January 25, 2016

HENNESSY CAPITAL PARTNERS II LLC,

a Delaware limited liability company

HENNESSY CAPITAL LLC,

By:

a Delaware limited liability company, as the managing member of Hennessy Capital Partners II LLC

By: /s/ Daniel J. Hennessy

Name: Daniel J. Hennessy

Title: Managing Member

**HENNESSY CAPITAL
LLC,**

a Delaware limited liability
company

By: /s/ Daniel J. Hennessy

Name: Daniel J. Hennessy

Title: Managing Member

/s/ Daniel J. Hennessy

Daniel J. Hennessy

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations

(See 18 U.S.C. 1001)

EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the shares of common stock, \$0.0001 par value per share, of Hennessy Capital Acquisition Corp. II, and further agree that this Joint Filing Agreement shall be included as an exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of January 25, 2016.

HENNESSY CAPITAL PARTNERS II LLC,

a Delaware limited liability company

By: **HENNESSY CAPITAL LLC,**

a Delaware limited liability company, as the managing member of Hennessy Capital Partners II LLC

By: /s/ Daniel J. Hennessy

Name: Daniel J. Hennessy

Title: Managing Member

**HENNESSY CAPITAL
LLC,**

a Delaware limited liability

company

By: /s/ Daniel J. Hennessy

Name: Daniel J. Hennessy

Title: Managing Member

/s/ Daniel J. Hennessy

Daniel J. Hennessy

/s/ Daniel J. Hennessy

Daniel J. Hennessy