

FORM 3

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>RMG Sponsor II, LLC</u> (Last) (First) (Middle) <u>C/O RMG ACQUISITION CORP. II</u> <u>50 WEST STREET, SUITE 40C</u> (Street) <u>NEW YORK NY 10006</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/09/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>RMG Acquisition Corp. II [RMGB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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)
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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 Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Class B ordinary shares</u>	(1)	(1)	<u>Class A ordinary shares</u>	<u>8,625,000</u>	(1)	<u>D⁽²⁾</u>	

1. Name and Address of Reporting Person* <u>RMG Sponsor II, LLC</u> (Last) (First) (Middle) <u>C/O RMG ACQUISITION CORP. II</u> <u>50 WEST STREET, SUITE 40C</u> (Street) <u>NEW YORK NY 10006</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>MKC Investments LLC</u> (Last) (First) (Middle) <u>C/O RMG ACQUISITION CORP. II</u> <u>50 WEST STREET, SUITE 40C</u> (Street) <u>NEW YORK NY 10006</u> (City) (State) (Zip)

Explanation of Responses:

1. As described in the issuer's registration statement on Form S-1 (File No. 333-249342) under the heading "Description of Securities--Founder Shares," the Class B ordinary shares, par value \$0.0001 per share, of the issuer will automatically convert into Class A ordinary shares, par value \$0.0001 per share, of the issuer at the time of the issuer's initial business combination, or earlier at the option of the holder, on a one-for-one basis, subject to certain adjustment, and have no expiration date. Includes 1,125,000 Class B ordinary shares that are subject to forfeiture if the underwriter of the issuer's initial public offering does not exercise in full its option to purchase additional units.

2. RMG Sponsor II, LLC (the "Sponsor") is the record holder of the securities reported herein. A majority of the voting interests in the Sponsor are held by MKC Investments LLC. MKC Investments LLC disclaims beneficial ownership of the shares held by the Sponsor, except to the extent of its pecuniary interest therein, if any.

RMG SPONSOR II, LLC,
By: /s/ Philip Kassin, as 12/11/2020
President

MKC INVESTMENTS,
LLC, By: /s/ Philip Kassin, 12/11/2020
as President

** Signature of Reporting Date
Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.