

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934

RMG Acquisition Corporation II  
(Exact Name of Registrant as Specified in Its Charter)

Cayman Islands  
(State or other jurisdiction  
of incorporation or organization)

98-1550286  
(I.R.S. Employer  
Identification No.)

50 West Street, Suite 40C  
  
New York, New York  
(Address of Principal Executive Offices)

10006  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
to be Registered

Name of Each Exchange on  
Which Each Class is to be Registered

Units, each consisting of one Class A ordinary share and one-third of one  
redeemable warrant

The Nasdaq Stock Market LLC

Class A ordinary shares, par value \$0.0001 per share

The Nasdaq Stock Market LLC

Redeemable warrants, each whole warrant exercisable for one Class A  
ordinary share at an exercise price of \$11.50

The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box. ☐

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. ☐

Securities Act registration statement or Regulation A offering Statement file number to which this form relates: 333-249342  
Securities to be registered pursuant to Section 12(g) of the Act:  
N/A  
(Title of Class)

**Item 1. Description of Registrant's Securities to be Registered.**

The securities to be registered hereby are units, Class A ordinary shares, par value \$0.0001 per share, and redeemable warrants to purchase Class A ordinary shares, of RMG Acquisition Corporation II (the "Registrant"). The description of the units, Class A ordinary shares and warrants set forth under the heading "Description of Securities" in the Registrant's prospectus forming part of its Registration Statement on Form S-1 (File No. [333-249342](#)), originally filed with the Securities and Exchange Commission on October 6, 2020, as thereafter amended and supplemented from time to time (the "Registration Statement"), to which this Form 8-A relates is incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits for Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The Nasdaq Capital Market, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**RMG Acquisition Corporation II**

Date: December 8, 2020

By: /s/ Robert S. Mancini

Name: Robert S. Mancini

Title: Chief Executive Officer

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