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

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**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No.    )\*

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**RMG Acquisition Corporation II**  
(Name of Issuer)

Class A Ordinary Shares,  
par value \$0.0001 per share  
(Title of Class of Securities)

G76083 115\*\*  
(CUSIP Number)

February 24, 2021  
(Date of Event which Requires Filing of this Statement)

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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)

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\* 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 the disclosures provided in a prior cover page.

\*\* The Class A Ordinary Shares do not have a CUSIP number. The CUSIP number reported above is for the units which include the Class A Ordinary Shares.

The information required in 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).

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1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  Southpoint Master Fund, LP		
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	SEC Use Only		
4	Citizenship or Place of Organization.  Cayman Islands		
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power  0 shares	
	6	Shared Voting Power  2,700,000 shares  Refer to Item 4 below.	
	7	Sole Dispositive Power  0 shares	
	8	Shared Dispositive Power  2,700,000 shares  Refer to Item 4 below.	
9	Aggregate Amount Beneficially Owned by Each Reporting Person  2,700,000 shares  Refer to Item 4 below.		
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>  N/A		
11	Percent of Class Represented by Amount in Row (9)*  7.8%  Refer to Item 4 below.		
12	Type of Reporting Person (See Instructions)  PN (Limited Partnership)		

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  Southpoint Capital Advisors LP	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization.  Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power  0 shares
	6	Shared Voting Power  2,700,000 shares  Refer to Item 4 below.
	7	Sole Dispositive Power  0 shares
	8	Shared Dispositive Power  2,700,000 shares  Refer to Item 4 below.
9	Aggregate Amount Beneficially Owned by Each Reporting Person  2,700,000 shares  Refer to Item 4 below.	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>  N/A	
11	Percent of Class Represented by Amount in Row (9)*  7.8%  Refer to Item 4 below.	
12	Type of Reporting Person (See Instructions)  PN (Limited Partnership)	

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  Southpoint Capital Advisors LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization.  Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power  0 shares
	6	Shared Voting Power  2,700,000 shares  Refer to Item 4 below.
	7	Sole Dispositive Power  0 shares
	8	Shared Dispositive Power  2,700,000 shares  Refer to Item 4 below.
9	Aggregate Amount Beneficially Owned by Each Reporting Person  2,700,000 shares  Refer to Item 4 below.	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>  N/A	
11	Percent of Class Represented by Amount in Row (9)*  7.8%  Refer to Item 4 below.	
12	Type of Reporting Person (See Instructions)  OO (Limited Liability Company)	

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  Southpoint GP, LP	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization.  Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power  0 shares
	6	Shared Voting Power  2,700,000 shares  Refer to Item 4 below.
	7	Sole Dispositive Power  0 shares
	8	Shared Dispositive Power  2,700,000 shares  Refer to Item 4 below.
9	Aggregate Amount Beneficially Owned by Each Reporting Person  2,700,000 shares  Refer to Item 4 below.	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>  N/A	
11	Percent of Class Represented by Amount in Row (9)*  7.8%  Refer to Item 4 below.	
12	Type of Reporting Person (See Instructions)  PN (Limited Partnership)	

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  Southpoint GP, LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization.  Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power  0 shares
	6	Shared Voting Power  2,700,000 shares  Refer to Item 4 below.
	7	Sole Dispositive Power  0 shares
	8	Shared Dispositive Power  2,700,000 shares  Refer to Item 4 below.
9	Aggregate Amount Beneficially Owned by Each Reporting Person  2,700,000 shares  Refer to Item 4 below.	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>  N/A	
11	Percent of Class Represented by Amount in Row (9)*  7.8%  Refer to Item 4 below.	
12	Type of Reporting Person (See Instructions)  OO (Limited Liability Company)	

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  John S. Clark II		
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	SEC Use Only		
4	Citizenship or Place of Organization.  United States		
Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power  0 shares	
	6	Shared Voting Power  2,700,000 shares  Refer to Item 4 below.	
	7	Sole Dispositive Power  0 shares	
	8	Shared Dispositive Power  2,700,000 shares  Refer to Item 4 below.	
9	Aggregate Amount Beneficially Owned by Each Reporting Person  2,700,000 shares  Refer to Item 4 below.		
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>  N/A		
11	Percent of Class Represented by Amount in Row (9)*  7.8%  Refer to Item 4 below.		
12	Type of Reporting Person (See Instructions)  IN		

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**Item 1.**

- (a) Name of Issuer  
RMG Acquisition Corporation II
- (b) Address of Issuer's Principal Executive Offices  
50 West Street, Suite 40C  
New York, New York 10006

**Item 2.**

- (a) Name of Person Filing  
Southpoint Master Fund, LP  
Southpoint Capital Advisors LP  
Southpoint Capital Advisors LLC  
Southpoint GP, LP  
Southpoint GP, LLC  
John S. Clark II
- (b) Address of Principal Business Office or, if none, Residence  
1114 Avenue of the Americas, 22nd Floor  
New York, NY 10036
- (c) Citizenship  
Southpoint Master Fund, LP - Cayman Islands  
Southpoint Capital Advisors LP - Delaware  
Southpoint Capital Advisors LLC - Delaware  
Southpoint GP, LP - Delaware  
Southpoint GP, LLC - Delaware  
John S. Clark II - United States
- (d) Title of Class of Securities  
Class A Ordinary Shares, par value \$0.0001 per share
- (e) CUSIP Number  
G76083 115 (of the units which include the Class A Ordinary Shares)



**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance Company as defined in Section 3(a)(19) of the Act
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership\*\*\***

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

As of February 25, 2021, the Master Fund owned 2,700,000 shares of Class A Ordinary Shares, which is 7.8% of the Issuer's outstanding Class A Ordinary Shares. The percentage herein is calculated based on 34,500,000 Class A Ordinary Shares outstanding as of January 25, 2021 as reported by the Issuer in its quarterly report on Form 10-Q filed with the U.S. Securities and Exchange Commission on January 25, 2021.

(a) Amount Beneficially Owned\*\*\*

Southpoint Master Fund, LP – 2,700,000 shares  
Southpoint Capital Advisors LP - 2,700,000 shares  
Southpoint Capital Advisors LLC - 2,700,000 shares  
Southpoint GP, LP - 2,700,000 shares  
Southpoint GP, LLC - 2,700,000 shares  
John S. Clark II - 2,700,000 shares

(b) Percent of Class

Southpoint Master Fund, LP - 7.8%  
Southpoint Capital Advisors LP - 7.8%  
Southpoint Capital Advisors LLC - 7.8%  
Southpoint GP, LP - 7.8%  
Southpoint GP, LLC - 7.8%  
John S. Clark II - 7.8%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

Southpoint Master Fund, LP - 0 shares  
Southpoint Capital Advisors LP - 0 shares  
Southpoint Capital Advisors LLC - 0 shares  
Southpoint GP, LP - 0 shares  
Southpoint GP, LLC - 0 shares  
John S. Clark II - 0 shares

(ii) shared power to vote or to direct the vote

Southpoint Master Fund, LP - 2,700,000 shares  
Southpoint Capital Advisors LP - 2,700,000 shares  
Southpoint Capital Advisors LLC - 2,700,000 shares  
Southpoint GP, LP - 2,700,000 shares  
Southpoint GP, LLC - 2,700,000 shares  
John S. Clark II - 2,700,000 shares

(iii) sole power to dispose or to direct the disposition of

Southpoint Master Fund, LP - 0 shares  
Southpoint Capital Advisors LP - 0 shares  
Southpoint Capital Advisors LLC - 0 shares  
Southpoint GP, LP - 0 shares  
Southpoint GP, LLC - 0 shares  
John S. Clark II - 0 shares

(iv) shared power to dispose or to direct the disposition of

Southpoint Master Fund, LP - 2,700,000 shares  
Southpoint Capital Advisors LP - 2,700,000 shares  
Southpoint Capital Advisors LLC - 2,700,000 shares  
Southpoint GP, LP - 2,700,000 shares  
Southpoint GP, LLC - 2,700,000 shares  
John S. Clark II - 2,700,000 shares

\*\*\* Shares reported herein are held by Southpoint Master Fund, LP for which Southpoint Capital Advisors LP serves as the investment manager and Southpoint GP, LP serves as the general partner. Southpoint Capital Advisors LLC serves as the general partner of Southpoint Capital Advisors LP and Southpoint GP, LLC serves as the general partner of Southpoint GP, LP. John S. Clark II serves as managing member of both Southpoint Capital Advisors LLC and Southpoint GP, LLC. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

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**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**

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**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**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.

March 8, 2021

SOUTHPOINT MASTER FUND, LP

By: Southpoint GP, LP, its General Partner

By: Southpoint GP, LLC, its General Partner

By: /s/ John S. Clark II

John S. Clark II, Managing Member

SOUTHPOINT CAPITAL ADVISORS LP

By: Southpoint Capital Advisors LLC, its General Partner

By: /s/ John S. Clark II

John S. Clark II, Managing Member

SOUTHPOINT CAPITAL ADVISORS LLC

By: /s/ John S. Clark II

John S. Clark II, Managing Member

SOUTHPOINT GP, LP

By: Southpoint GP, LLC, its General Partner

By: /s/ John S. Clark II

John S. Clark II, Managing Member

SOUTHPOINT GP, LLC

By: /s/ John S. Clark II

John S. Clark II, Managing Member

JOHN S. CLARK II

By: /s/ John S. Clark II

John S. Clark II, individually

## JOINT FILING AGREEMENT

This Joint Filing Agreement, dated as of March 8, 2021, is by and among Southpoint Master Fund, LP, Southpoint Capital Advisors LP, Southpoint Capital Advisors LLC, Southpoint GP, LP, Southpoint GP, LLC and John S. Clark II (collectively, the “Filers”).

Each of the Filers may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13D and/or 13G with respect to Class A Ordinary Shares of RMG Acquisition Corporation II beneficially owned by them from time to time.

Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, the Filers hereby agree to file a single statement on Schedule 13D and/or 13G (and any amendments thereto) on behalf of each of the Filers, and hereby further agree to file this Joint Filing Agreement as an exhibit to such statement, as required by such rule.

This Joint Filing Agreement may be terminated by any of the Filers upon written notice or such lesser period of notice as the Filers may mutually agree.

Executed and delivered as of the date first above written.

SOUTHPOINT MASTER FUND, LP

By: Southpoint GP, LP, its General Partner

By: Southpoint GP, LLC, its General Partner

By: /s/ John S. Clark II

John S. Clark II, Managing Member

SOUTHPOINT CAPITAL ADVISORS LP

By: Southpoint Capital Advisors LLC, its General Partner

By: /s/ John S. Clark II

John S. Clark II, Managing Member

SOUTHPOINT CAPITAL ADVISORS LLC

By: /s/ John S. Clark II

John S. Clark II, Managing Member

SOUTHPOINT GP, LP

By: Southpoint GP, LLC, its General Partner

By: /s/ John S. Clark II

John S. Clark II, Managing Member

SOUTHPOINT GP, LLC

By: /s/ John S. Clark II

John S. Clark II, Managing Member

/s/ John S. Clark II

John S. Clark II