SEC Form 4

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*

 Patel Nimesh

 (Last)　　　(First)　　　(Middle)
 C/O AMCI ACQUISITION CORP. II
 600 STEAMBOAT ROAD

 (Street)
 GREENWICH　　CT　　06830
 (City)　　(State)　　(Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 AMCI Acquisition Corp. II [AMCI]

 3. Date of Earliest Transaction (Month/Day/Year)
 09/17/2021

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 X　Director　　　　☐ 10% Owner
 X　Officer (give title below)　☐ Other (specify below)
 Chief Executive Officer

 6. Individual or Joint/Group Filing (Check Applicable Line)
 X　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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(1)	09/17/2021		D(1)			129,292	(2)	(2)	Class A Common Stock	129,292	$0	802,438	D	

Explanation of Responses:

1. On September 17, 2021, the Reporting Person forfeited at no cost 129,292 shares of Class B common stock of the Issuer, which was exempted pursuant to Rule 16b-3(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in connection with the election by the underwriters of the Issuer's initial public offering of units to not exercise an option granted to them to cover over-allotments.

2. The shares of Class B common stock are convertible for shares of the Issuer's Class A common stock as described under the heading "Description of Securities" in the Issuer's Registration Statement on Form S-1 (File No. 333-253107) (the "Registration Statement") and have no expiration date.

/s/ Jordan Leon, as Attorney-in-Fact	09/17/2021
** Signature of Reporting Person	Date

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 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).

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.