

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

Form 8-K

Current Report  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

June 9, 2021  
Date of Report (Date of earliest event reported)

**Lionheart Acquisition Corporation II**  
(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of  
incorporation)

001-39445

(Commission File Number)

84-4117825

(I.R.S. Employer  
Identification No.)

4218 NE 2nd Avenue, Miami, FL

(Address of Principal Executive Offices)

33137

(Zip Code)

Registrant's telephone number, including area code: (305) 573-3900

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Units, each consisting of one share of Class A Common Stock and one-half of one Redeemable Warrant	LCAPU	The Nasdaq Capital Market LLC
Class A Common Stock, par value \$0.0001 per share	LCAP	The Nasdaq Capital Market LLC
Redeemable Warrants, each whole warrant exercisable for one share of Class A Common Stock at an exercise price of \$11.50	LCAPW	The Nasdaq Capital Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

Lionheart Acquisition Corporation II (the “**Company**”) deeply regrets to announce that Mr. Steven Berrard, a member of the Company’s board of directors (the “**Board**”) and a member of the Board’s Audit Committee and Compensation Committee, passed away on June 7, 2021. Mr. Berrard joined the Board in August 2020. The Company is extremely grateful for Mr. Berrard’s dedication and service to the Company. The Company’s management and Board extends its sincere condolences to Mr. Berrard’s family.

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On June 9, 2021, the Company notified the NASDAQ Capital Market LLC (“**Nasdaq**”) that due to Mr. Berrard’s death, the Company is no longer in compliance with (i) Nasdaq Listing Rule 5605(b)(1), which requires the Board to be comprised of a majority of independent directors and (ii) Nasdaq Listing Rule 5605(c)(2)(A), which requires the Audit Committee to be comprised of a minimum of three independent directors ((i) and (ii), the “**Nasdaq Requirements**”). Pursuant to (x) Nasdaq Listing Rule 5605(b)(1)(A), the Company is entitled to a cure period to regain compliance with Nasdaq Listing Rule 5605(b)(1), which cure period will expire upon June 7, 2022 and (y) Nasdaq Listing Rule 5605(c)(4)(B), the Company is entitled to a cure period to regain compliance with Nasdaq Listing Rule 5605(c)(2)(A), which cure period will expire upon June 7, 2022 ((x) and (y), the “**Cure Periods**”).

On June 10, 2021, Nasdaq issued a letter to the Company confirming the Company’s noncompliance with the Nasdaq Requirements and informing the Company of the Cure Periods. The Company intends to appoint an additional independent director to the Board and Audit Committee prior to the end of the Cure Periods.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 15, 2021

LIONHEART ACQUISITION CORPORATION II

By: /s/ Ophir Sternberg

Name: Ophir Sternberg

Title: Chairman, President and Chief Executive Officer

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