

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Sternberg Ophir</u>  (Last) (First) (Middle) 4218 2ND AVENUE  (Street) MIAMI FL 33137  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Lionheart Acquisition Corp. II [ LCAP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) PRESIDENT AND CEO
	3. Date of Earliest Transaction (Month/Day/Year) 06/25/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Class A Common Stock	06/25/2021		P		440,000 <sup>(1)</sup>	A	\$10	180,000	I	By Lionheart Equities, LLC <sup>(3)</sup>
Class A Common Stock	07/04/2021		P		5,000 <sup>(2)</sup>	A	\$10	445,000	I	By Lionheart Equities, LLC <sup>(3)</sup>

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	(4)	06/25/2021		P		540,000		(4)	(4)	Class A Common Stock	540,000	(4)	5,202,500	I	By Lionheart Equities, LLC <sup>(3)</sup>
Class B Common Stock	(4)	07/04/2021		P		15,000		(4)	(4)	Class A Common Stock	15,000	(4)	5,217,500	I	By Lionheart Equities, LLC <sup>(3)</sup>
Warrants to purchase Class A Common Stock	\$11.5	06/25/2021		P		90,000		(5)	(6)	Class A Common Stock	90,000	(1)	220,000	I	By Lionheart Equities, LLC <sup>(3)</sup>
Warrants to purchase Class A Common Stock	\$11.5	07/04/2021		P		2,500		(5)	(6)	Class A Common Stock	2,500	(2)	222,500	I	By Lionheart Equities, LLC <sup>(3)</sup>

Explanation of Responses:

- In connection with Mr. Aman Kapadia's resignation as a director of the issuer, Lionheart Equities, LLC acquired all of the issuer's private placement units and Class B Common Stock held by vehicles and accounts managed by Akaris Global Partners LP, an such entity over which Mr. Kapadia has voting and dispositive power. Each private placement unit consists of one share of Class A Common Stock and one-half of one warrant, with each whole warrant entitling the holder thereof to purchase one Class A Common Stock at a price of \$11.50 per share, subject to certain adjustments.
- In connection with Mr. Trevor Barran's resignation as a director and chief operating officer of the issuer, Lionheart Equities, LLC acquired all of the issuer's private placement units and Class B Common Stock owned by Mr. Barran. Each private placement unit consists of one share of Class A Common Stock and one-half of one warrant, with each whole warrant entitling the holder thereof to purchase one Class A Common Stock at a price of \$11.50 per share, subject to certain adjustments.
- Represents securities held by Lionheart Equities, LLC, over which Mr. Sternberg has voting and dispositive power.
- As described in the issuer's registration statement on Form S-1 (File No. 333-240130) (the "Registration Statement"), the shares of Class B Common Stock will automatically convert into shares of Class A Common Stock at the time of the issuer's initial business combination on a one-for-one basis, subject to certain adjustments described therein and have no expiration date.
- The warrants become exercisable on the later of (i) 30 days after the completion of the issuer's initial business combination and (ii) August 18, 2021.
- The warrants expire five years after the completion of the issuer's initial business combination or earlier upon redemption or liquidation, as described in the Registration Statement.

/s/ Ophir Sternberg 07/07/2021

\*\* 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.

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