

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Sternberg Ophir</u>			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) Other (specify below) PRESIDENT AND CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/18/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
4218 2ND AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>MIAMI FL 33137</u>								
(City) (State) (Zip)								

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	08/18/2020		P		595,000 ⁽¹⁾	A	\$10	595,000	I	By Lionheart Equities, LLC ⁽²⁾
Class A Common Stock	08/18/2020		S		335,000 ⁽⁴⁾	D	\$10	260,000	I	By Lionheart Equities, LLC ⁽²⁾

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	⁽³⁾	08/18/2020		S		1,005,000		⁽³⁾	⁽³⁾	Class A Common Stock	1,005,000	⁽³⁾	4,662,500	I	By Lionheart Equities, LLC ⁽²⁾
Warrants to purchase Class A Common Stock	\$11.5	08/18/2020		P		297,500		⁽⁵⁾	⁽⁶⁾	Class A Common Stock	297,500	⁽¹⁾	297,500	I	By Lionheart Equities, LLC ⁽²⁾
Warrants to purchase Class A Common Stock	\$11.5	08/18/2020		S		167,500		⁽⁵⁾	⁽⁶⁾	Class A Common Stock	167,500	⁽⁴⁾	130,000	I	By Lionheart Equities, LLC ⁽²⁾

Explanation of Responses:

- Immediately following the closing of the offering, Lionheart Equities, LLC acquired units (each, a "Private Unit") in a private placement that closed simultaneously with the closing of the offering. Each Private Unit consists of one share of Class A common stock and one-half of one warrant (each, a "Private Warrant"), with each whole Private Warrant entitling the holder thereof to purchase one share of Class A common stock at a price of \$11.50 per share, subject to adjustment as described in the registrant's registration on Form S-1 (File No. 333-240130) (the "Registration Statement")
- Represents shares held by Lionheart Equities, LLC, over which Ophir Sternberg has voting and dispositive power.
- Immediately following the closing of the offering, Lionheart Equities, LLC transferred shares of Class B common stock to certain persons. As described in the Registration Statement under the heading "Description of Securities - Founder Shares and Private Units," the shares of Class B common stock will automatically convert into shares of Class A common stock at the time of the registrant's initial business combination on a one-for-one basis, subject to certain adjustments described therein and have no expiration date.
- Immediately following the closing of the offering, Lionheart Equities, LLC transferred 335,000 Private Units to certain persons.
- The Private Warrants become exercisable on the later of (i) 30 days after the completion of the registrant's initial business combination and (ii) 12 months from the closing of the registrant's initial public offering.
- The Private Warrants expire 5 years after the completion of the registrant's initial business combination or earlier upon redemption or liquidation, as described in the Registration Statement.

/s/ Ophir Sternberg 08/20/2020

** 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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