SEC Form 3

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* **Diaz Cala Faquiry**	2. Date of Event Requiring Statement (Month/Day/Year) 07/07/2021	3. Issuer Name **and** Ticker or Trading Symbol **Lionheart Acquisition Corp. II** [LCAP]

(Last)	(First)	(Middle)

4218 NE 2ND AVENUE

(Street)

MIAMI	FL	33137

(City)   (State)   (Zip)

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

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	17,500[1]	D	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock	[2]	[2]	Class A Common Stock	52,500[2]	0	D	
Warrants to purchase Class A Common Stock	[3]	[4]	Class A Common Stock	8,750[1]	11.5	D	

Explanation of Responses:

1. Following the closing of the Issuer's initial public offering, the reporting person acquired units (each, a "Private Unit") from Lionheart Equities, LLC (the "Sponsor") that were originally acquired 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").

2. Following the closing of the Company's initial public offering, the Sponsor 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.

3. The Private Warrants become exercisable on the later of (i) 30 days after the completion of the Issuer's initial business combination or (ii) August 18, 2021.

4. The Private 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/ Faquiry Diaz Cala	07/15/2021
** 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 5 (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.