

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 25, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**(b) Resignation of Aman Kapadia from the Board of Directors**

As previously disclosed, Mr. Steven Berrard, a member of the Company's board of directors (the "**Board**") and a member of the Board's Audit Committee (the "**Audit Committee**") and the Board's Compensation Committee (the "**Compensation Committee**"), passed away on June 7, 2021.

On June 25, 2021, Aman Kapadia, a member of the Board and a member of the Audit Committee and Compensation Committee, notified the Chairman of the Board of his resignation from the Board, effective immediately. There were no disagreements between Mr. Kapadia and the Company.

**(d) Appointment of James Anderson and Thomas Byrne to the Board of Directors**

On June 25, 2021 and June 29, 2021, respectively, the Board appointed James Anderson and Thomas Byrne (together, the "**New Directors**") to fill the Board vacancies noted above. In addition, the Board appointed each of the New Directors to serve on the Audit Committee and the Compensation Committee. The Board determined that each of the New Directors is an "independent director" as contemplated by Nasdaq Listing Rule 5605(b)(1) and satisfies the applicable requirements for committee service set forth in the rules of the Securities and Exchange Commission and the Nasdaq Capital Market.

*James Anderson* has over 40 years of entrepreneurial business experience with a major focus in real estate and business development including internationally. He has either been a sole founder or founding partner in several commercial ventures. He has been an owner/broker of JA Real Estate Partners, LLC (New York, NY) since 2001. He co-founded Iowa State Commercial Investment Company, LLC in 2017; he acted as Senior Advisor to F&T Group from 2008-2014 in connection with the Nanjing World Trade Center mixed-use development project; and he was a regional manager/vice president of DeWolfe Companies, Inc. from 1989-1996. Mr. Anderson resided in China for nearly 10 years (2008-2017) where he was involved in numerous business/real estate development projects. He holds a BBA degree from the University of Iowa.

*Thomas Byrne* has over 30 years of experience managing and investing in both public and private growth companies and is the co-founder and Chief Strategy Officer of Kaptyn Holding Corp., an electric vehicle rideshare company since November 2018. He is also a general partner of New River Capital Partners, LP, a private equity fund which he co-founded in 1997. From 2015 to 2016 he served as the President of Pivotal Fitness. From 2004 to 2014 he was an executive of Swisher Hygiene, most recently as its CEO. In 2005 Mr. Byrne co-founded Service Acquisition Corp. International, a SPAC that later merged into Jamba Juice, where he served on the company's board and Audit Committee until 2010. From 1998 to 1997, Mr. Byrne was an executive at Blockbuster Entertainment Group, a division of Viacom, where he last served as its Vice-Chairman and President of the Viacom Retail Group. From 1984 to 1988, Mr. Byrne served as a CPA with KPMG. He has also served on the boards of Jamba Juice, LDN CBD, Reel.com, Avaltus, ITC Learning, The Transformational Travel Council and Friends of Birch State Park.

The New Directors will be compensated in accordance with the Company's standard compensation policies and practices for the Board.

There were no arrangements or understandings between the New Directors and any other persons regarding their appointment to the Board, nor are any of the New Directors party to any related party transactions required to be reported pursuant to Item 404(a) of Regulation S-K.

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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: July 1, 2021

LIONHEART ACQUISITION CORPORATION II

By: /s/ Ophir Sternberg  
Name: Ophir Sternberg  
Title: Chairman, President and Chief Executive Officer

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