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

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**FORM S-1  
REGISTRATION STATEMENT**  
*Under  
The Securities Act Of 1933*

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**Atlantic Coastal Acquisition Corp. II**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**6700**  
(Primary Standard Industrial  
Classification Code Number)

**87-1013956**  
(I.R.S. Employer  
Identification No.)

**6 St Johns Lane, Floor 5  
New York, NY 10013  
(248)-890-7200**  
(Address and telephone number of registrant's principal executive offices)

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**Shahraab Ahmad  
Chairman and Chief Executive Officer  
Atlantic Coastal Acquisition Corp. II  
6 St Johns Lane, Floor 5  
New York, NY 10013  
(248)-890-7200**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies to:**

**Stephen C. Ashley  
Pillsbury Winthrop Shaw Pittman LLP  
31 W. 52nd Street  
New York, NY 10019  
(212) 858-1000**

**Douglas S. Ellenoff, Esq.  
Stuart Neuhauser, Esq.  
Ellenoff Grossman & Schole LLP  
1345 Avenue of the Americas  
New York, NY 10105  
(212) 370-1300**

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**Approximate date of commencement of proposed sale to the public:**

**As soon as practicable after this Registration Statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-261459

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount Being Registered</b>	<b>Proposed Maximum Offering Price per Security(1)</b>	<b>Proposed Maximum Aggregate Offering Price(1)</b>	<b>Amount of Registration Fee</b>
Units, each consisting of one share of Series A common stock, \$0.0001 par value, and one-half of one redeemable warrant(2)	1,265,000 Units	\$10.00	\$12,650,000	\$1,173.00
Shares of Series A common stock included as part of the units(3)	1,265,000 Shares	—	—	—(4)
Redeemable warrants included as part of the units(3)	632,500 Warrants	—	—	—(4)
<b>Total</b>			\$12,650,000	\$1,173.00(5)

(1) Estimated solely for the purpose of calculating the registration fee.

(2) Represents only the additional number of securities being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-261459).

(3) Pursuant to Rule 416, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(4) Pursuant to Rule 457(g) under the Securities Act, no additional fee.

(5) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$287,500,000 on its Registration Statement on Form S-1, as amended (File No. 333-261459), which was declared effective by the Securities and Exchange Commission on January 13, 2022. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$12,650,000 is hereby registered, which includes securities issuable upon the exercise of the underwriters' over-allotment option.

**The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

## EXPLANATORY NOTE

This Registration Statement on Form S-1 is being filed with respect to the registration of 1,265,000 additional units of Atlantic Coastal Acquisition Corp. II, a Delaware corporation (the “Registrant”), each consisting of one share of Series A common stock and one-half of one redeemable warrant, pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. Each whole warrant entitles the holder thereof to purchase one share of Series A common stock at a price of \$11.50 per share, subject to certain adjustments, and only whole warrants are exercisable. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-261459) (the “Prior Registration Statement”), initially filed by the Registrant on December 2, 2021 and declared effective by the Securities and Exchange Commission on January 13, 2022. The required opinion of counsel and related consent and accountant’s consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

## CERTIFICATION

The Registrant hereby certifies to the Securities and Exchange Commission (the “Commission”) that (1) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission’s account as soon as practicable (but no later than the close of business as of January 14, 2022), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than January 14, 2022.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

**Item 16. Exhibits and Financial Statement Schedules.**

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (SEC File No. 333-261459) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

<u>Exhibit No.</u>	<u>Description</u>
5.1	<a href="#">Opinion of Pillsbury Winthrop Shaw Pittman LLP</a>
23.1	<a href="#">Consent of Marcum LLP</a>
23.2	<a href="#">Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1)</a>
24	<a href="#">Power of Attorney (included in signature page to the Registrant's Prior Registration Statement (File No. 333-261459), filed on December 2, 2021.</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 13th day of January, 2022.

**ATLANTIC COASTAL ACQUISITION CORP. II**

By: /s/ Shahraab Ahmad

Name: Shahraab Ahmad

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Shahraab Ahmad</u> Shahraab Ahmad	Chief Executive Officer and Director (Principal Executive Officer)	January 13, 2022
*	Chief Financial Officer	January 13, 2022
<u>Jason Chryssicas</u>	(Principal Financial and Accounting Officer)	
<u>*By: /s/ Shahraab Ahmad</u> Shahraab Ahmad Attorney-in-Fact		



PILLSBURY WINTHROP SHAW PITTMAN LLP  
31 West 52nd Street, New York, NY 10019

January 13, 2022

Atlantic Coastal Acquisition Corp. II  
6 St Johns Lane, Floor 5  
New York, NY 10013

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We are acting as counsel for Atlantic Coastal Acquisition Corp. II, a Delaware corporation (the "Company"), in connection with the filing by the Company with the U.S. Securities and Exchange Commission (the "Commission") of a registration statement on Form S-1 (the "462(b) Registration Statement") for the purpose of registering with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Act"), the sale by the Company of (a) up to 1,265,000 additional units of the Company (the "Units"), each Unit consisting of one share of Series A common stock, \$0.0001 par value per share of the Company (the "Common Stock" and the shares of Common Stock included in the Units, the "Shares"), and one-half of one warrant to purchase one share of Common Stock (the "Warrants") and (b) all Common Stock and all Warrants to be issued as part of the Units. The 462(b) Registration Statement relates to the Company's Registration Statement on Form S-1, as amended (File No. 333-261459) (the "Registration Statement"), initially filed by the Company with the Commission on December 2, 2021 and declared effective by the Commission on January 13, 2022.

We have reviewed and are familiar with such corporate proceedings and other matters and examined such documents as we have considered relevant or necessary for the opinions expressed in this letter. In such examination we have assumed the accuracy and completeness of all documents and other materials submitted to us, the conformity with the originals of all such materials submitted to us as copies (whether or not certified and including facsimiles), the authenticity of the originals of such materials and all materials submitted to us as originals, the genuineness of all signatures and the legal capacity of all natural persons.

On the basis of the foregoing and the assumptions set forth below, and subject to the qualifications and limitations set forth herein, we are of the opinion that:

1. The Units, when issued and sold by the Company in the manner described in the Registration Statement and the 462(b) Registration Statement and in accordance with the resolutions adopted by the Board of Directors of the Company, will constitute valid and legally binding obligations of the Company, except as may be limited by the effect of (a) applicable bankruptcy, insolvency, fraudulent conveyance and transfer, receivership, conservatorship, arrangement, moratorium and other similar laws affecting or relating to the rights of creditors generally, (b) general equitable principles (whether considered in a proceeding in equity or at law) and (c) requirements of reasonableness, good faith, materiality and fair dealing and the discretion of the court before which any matter may be brought.
2. When the Units have been issued and sold by the Company in the manner described in the Registration Statement and the 462(b) Registration Statement and in accordance with the resolutions adopted by the Board of Directors of the Company, the Shares will be validly issued, fully paid and nonassessable.
3. When Units have been issued and sold by the Company in the manner described in the Registration Statement and the 462(b) Registration Statement and in accordance with the resolutions adopted by the Board of Directors of the Company, and a warrant agreement (in connection with Warrants) between the Company and Continental Stock Transfer & Trust Company, as Warrant Agent, has been duly authorized, executed and delivered by each of the parties thereto, the Warrants will constitute valid and legally binding obligations of the Company, except as may be limited by the effect of (a) applicable bankruptcy, insolvency, fraudulent conveyance and transfer, receivership, conservatorship, arrangement, moratorium and other similar laws affecting or relating to the rights of creditors generally, (b) general equitable principles (whether considered in a proceeding in equity or at law) and (c) requirements of reasonableness, good faith, materiality and fair dealing and the discretion of the court before which any matter may be brought.

We have assumed that at or prior to the time of the delivery of any of the Units the 462(b) Registration Statement will have been declared effective under the Act. The opinions set forth in this letter are limited to the General Corporation Law of the State of Delaware and the law of the State of New York, in each case as in effect on the date hereof.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the 462(b) Registration Statement and to the use of our name under the caption "Legal Matters" in the Registration Statement, the 462(b) Registration Statement and in the Prospectus included therein. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Pillsbury Winthrop Shaw Pittman LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Atlantic Coastal Acquisition Corp. II (the "Company") on Form S-1, pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated December 2, 2021, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audit of the financial statements of Atlantic Coastal Acquisition Corp. II as of October 25, 2021 and for the period from May 20, 2021 (inception) through October 25, 2021, appearing in the Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on January 6, 2022 (File# 333-261459), of Atlantic Coastal Acquisition Corp. II.

/s/ Marcum LLP

Marcum LLP  
Tampa, FL  
January 13, 2022