

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or Section 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 4, 2022

ATLANTIC COASTAL ACQUISITION CORP. II

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-41224
(Commission
File Number)

87-1013956
(I.R.S. Employer
Identification Number)

**6 St Johns Lane, Floor 5
New York, New York**
(Address of principal executive offices)

10013
(Zip Code)

Registrant's telephone number, including area code: (248) 890-7200

Not Applicable
(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 to 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:

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|--|------------------------------|--|
| Units, each consisting of one share of Series A common stock, \$0.0001 par value, and one-half of one redeemable warrant | ACABU | The Nasdaq Stock Market LLC |
| Shares of Series A common stock included as part of the units | ACAB | The Nasdaq Stock Market LLC |
| Warrants included as part of the units, each whole warrant exercisable for one share of Series A common stock at an exercise price of \$11.50 | ACABW | The Nasdaq Stock 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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 8.01. Other Events.

On March 4, 2022, Atlantic Coastal Acquisition Corp. II (the “Company”) announced that the holders of the Company’s units (the “Units”) may elect to separately trade the shares of Series A common stock, par value \$0.0001 per share (the “Series A common stock”), and warrants included in the Units commencing on March 7, 2022. Each Unit consists of one share of Series A common stock and one-half of one warrant to purchase one share of Series A common stock. Any Units not separated will continue to trade on the Nasdaq Global Market (“Nasdaq”) under the symbol “ACABU.” Any underlying shares of Series A common stock and warrants that are separated will trade on Nasdaq under the symbols “ACAB” and “ACABW,” respectively. No fractional warrants will be issued upon separation of the Units and only whole warrants will trade. Holders of Units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company’s transfer agent, in order to separate the holders’ Units into shares of Series A common stock and warrants.

A copy of the press release issued by the Company announcing the separate trading of the securities underlying the Units is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release dated March 4, 2022](#)

SIGNATURE

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: March 4, 2022

ATLANTIC COASTAL ACQUISITION CORP. II

By: /s/ Shahraab Ahmad

Name: Shahraab Ahmad

Title: Chief Executive Officer

Atlantic Coastal Acquisition Corp. II Announces the Separate Trading of its Shares of Series A Common Stock and Warrants Commencing March 7, 2022

NEW YORK, March 4, 2022 /PRNewswire/ — Atlantic Coastal Acquisition Corp. II (the “Company”) announced that, commencing March 7, 2022, holders of the units sold in the Company’s initial public offering may elect to separately trade the shares of the Company’s Series A common stock and warrants included in the units. No fractional warrants will be issued upon separation of the units and only whole warrants will trade. Those units not separated will continue to trade on the Nasdaq Global Market (“Nasdaq”) under the symbol “ACABU,” and the shares of Series A common stock and warrants that are separated will trade on Nasdaq under the symbols “ACAB” and “ACABW,” respectively. Holders of units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company’s transfer agent, in order to separate the units into shares of Series A common stock and warrants.

The units were initially offered by the Company in an underwritten offering. Cantor Fitzgerald & Co. acted as the sole book running manager for the offering and Academy Securities, Inc. and Siebert Williams Shank & Co., LLC acted as co-managers of the offering. A registration statement relating to the units and the underlying securities was declared effective by the Securities and Exchange Commission (the “SEC”) on January 13, 2022.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the securities of the Company, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The offering was made only by means of a prospectus, copies of which may be obtained by contacting Cantor Fitzgerald & Co. at 499 Park Avenue, New York, NY 10022, or by email at prospectus@cantor.com.

About Atlantic Coastal Acquisition Corp. II

The Company is a blank check company incorporated in Delaware for the purpose of effecting a merger, capital stock exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses.

Contact

Please send inquiries to hello@atlanticcoastal.io

Forward-Looking Statements

This press release may include “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact included in this press release are forward-looking statements. When used in this press release, words such as “anticipate,” “believe,” “estimate,” “expect,” “intend” and similar expressions, as they relate to us or our management team, identify forward-looking statements. Such forward-looking statements are based on the beliefs of management, as well as assumptions made by, and information currently available to, the Company’s management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors detailed in the Company’s filings with the SEC. All subsequent written or oral forward-looking statements attributable to us or persons acting on our behalf are qualified in their entirety by this paragraph. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company’s registration statement and prospectus relating to the Company’s initial public offering filed with the SEC. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.