

FORM 4

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

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

STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person GS Sponsor II LLC		2. Issuer Name and Ticker or Trading Symbol GS Acquisition Holdings Corp II [GSAH]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle) C/O GS ACQUISITION HOLDINGS CORP II, 200 WEST STREET		3. Date of Earliest Transaction (Month/Day/Year) 08/13/2020				
(Street) NEW YORK, NY 10282		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(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			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Sponsor LLC Interest	(1)	08/13/2020		J(1)		140,000 (1)	(1)	(1)	Class B Common Stock	140,000	\$ 0	17,425,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GS Sponsor II LLC C/O GS ACQUISITION HOLDINGS CORP II 200 WEST STREET NEW YORK, NY 10282	X	X		
GSAM Holdings LLC 200 WEST STREET NEW YORK, NY 10282	X	X		

Signatures

GS SPONSOR II LLC, By: Goldman Sachs Asset Management, L.P., as attorney-in-fact for GS SPONSOR II LLC, By: /s/ Judith Shandling, Compliance Officer		08/14/2020
<small>Signature of Reporting Person</small>		Date
GSAM HOLDINGS LLC, By: /s/ Judith Shandling, Compliance Officer		08/14/2020
<small>Signature of Reporting Person</small>		Date

Explanation of Responses:

- * 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).
- (1) GS Sponsor II LLC (the "Sponsor") has issued certain limited liability interests (the "Sponsor LLC Interests") to certain individuals associated with GS Acquisition Holdings Corp II (the "Issuer"). The Sponsor LLC Interests entitle the reporting person to certain economic interests with respect to the Issuer, except to the extent of its respective pecuniary interest therein.

Remarks:

Raanan A. Agus and Tom Knott, each a Managing Director at The Goldman Sachs Group, Inc., the direct parent of GSAM Holdings LLC and the indirect parent of the Sponsor, serves on the board of directors of the Issuer. For the purpose of this Form, Raanan A. Agus and Tom Knott are deemed to be reporting persons.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.