

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

(Print or Type Responses)

1. Name and Address of Reporting Person GSAM Holdings LLC		2. Date of Event Requiring Statement (Month/Day/Year) 06/29/2020	3. Issuer Name and Ticker or Trading Symbol GS Acquisition Holdings Corp II [GSAH]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	
200 WEST STREET, NEW YORK, NY 10282			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)	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	

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

SEC 1473 (7-02)

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 control number.

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 of Derivative Security: 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	(1)	(1)	Class A common stock	20,125,000	\$ (1)	I	See Footnotes (1) (2)
Employee Fund Interests	(3)	(3)	Class B common stock	1,325,000	\$ (1)	I	See Footnotes (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GSAM Holdings LLC 200 WEST STREET NEW YORK, NY 10282	X	X		
GS Sponsor II LLC C/O GS ACQUISITION HOLDINGS CORP II 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		06/29/2020
	<small>Signature of Reporting Person</small>	Date
GSAM HOLDINGS LLC, By: /s/ Judith Shandling, Compliance Officer		06/29/2020
	<small>Signature of Reporting Person</small>	Date

Explanation of Responses:

* 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).

- (1) Shares of Class B common stock, par value \$0.0001 per share ("Class B Common Stock"), of GS Acquisition Holdings Corp II (the "Issuer") will automatically convert into shares of Class A common stock, par value \$0.0001 per share, of the Issuer at the time of the Issuer's initial business offering.
- (2) GS Sponsor II LLC (the "Sponsor") directly owns 18,800,000 shares of Class B Common Stock, including 2,625,000 shares that are subject to forfeiture if the underwriters of the Issuer's initial public offering do not exercise in full their option to purchase additional units. GSAM Holdings LLC, a subsidiary of Goldman Sachs Group, Inc. GSAM Holdings LLC may be deemed a beneficial owner of shares held by the Sponsor and the Employee Participation Vehicle but disclaims beneficial ownership of any such shares except to the extent of its respective pecuniary interest therein.
- (3) The Employee Participation Vehicle has issued certain limited liability interests (the "Employee Fund Interests") to certain individuals associated with GSAM Holdings LLC, including certain individuals associated with the Issuer. The Employee Fund Interests entitle the holders thereof to certain limited liability interests.

Remarks:

Exhibit 24.1 -- Power of Attorney

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 filing, 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.

POWER OF ATTORNEY
For Executing Forms 3, 4 and 5

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Tom Knott, Raanan A. Agus, GS Sponsor II LLC or Goldman Sachs Asset Management, L.P., or any of them, each acting alone, his or her true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned a Form 3, Form 4 or Form 5, or any amendment thereto, relating to the securities of GS Acquisition Holdings Corp II, in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute such Form 3, Form 4 or Form 5, or any amendment thereto, and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such undersigned might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by GS Acquisition Holdings Corp II unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 29th day of June, 2020.

GS Sponsor II LLC

By: /s/ Tom Knott

Name: Tom Knott

Title: Vice President