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June 24, 2020

VIA EDGAR

Stacie Gorman
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

**RE: GS Acquisition Holdings Corp II
Registration Statement on Form S-1
Filed June 11, 2020
File No. 333-239096**

Dear Ms. Gorman:

On behalf of GS Acquisition Holdings Corp II (the "Company" or "we"), in connection with the proposed initial public offering of the Company's securities, we have filed today Amendment No. 1 to the Company's Registration Statement on Form S-1 (the "Amended Registration Statement"). In response to the oral comment of the staff of the Division of Corporation Finance of the U.S. Securities and Exchange Commission received on June 23, 2020, attached as Exhibit 3.3 to the Amended Registration Statement is an updated Form of Amended and Restated Certificate of Incorporation, which contains a revised federal forum provision which conforms to the corresponding disclosure in the Amended Registration Statement.

* * *

Please contact me at (650) 470-4540 should you require further information.

Very truly yours,

/s/ Gregg Noel

Gregg Noel

cc: *GS Acquisition Holdings Corp II*
Tom Knott

cc: *Ropes & Gray LLP*
Paul D. Tropp and Christopher J. Capuzzi