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

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**FORM 8-A**

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FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934

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**GS ACQUISITION HOLDINGS CORP II**

(Exact Name of Registrant as Specified in Its Charter)

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

**83-0974996**  
(I.R.S. Employer Identification No.)

**200 West Street**  
**New York, New York**  
(Address of Principal Executive Offices)

**10282**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class to be Registered</u>	<u>Name of Each Exchange on Which Each Class is to be Registered</u>
Units, each consisting of one share of Class A common stock and one-quarter of one redeemable warrant	The New York Stock Exchange
Class A common stock, par value \$0.0001 per share	The New York Stock Exchange
Redeemable warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50	The New York Stock Exchange

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering Statement file number to which this form relates:  
333-239096

Securities to be registered pursuant to Section 12(g) of the Act:

N/A  
(Title of Class)

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**Item 1. Description of Registrant's Securities to be Registered.**

The securities to be registered hereby are units, Class A common stock, par value \$0.0001 per share, and redeemable warrants to purchase Class A common stock, of GS Acquisition Holdings Corp II (the "Registrant"). The description of the units, Class A common stock and warrants set forth under the heading "Description of Securities" in the Registrant's prospectus forming part of its Registration Statement on Form S-1 (File No. 333-239096), originally filed with the Securities and Exchange Commission on June 11, 2020, as thereafter amended and supplemented from time to time (the "Registration Statement"), to which this Form 8-A relates is incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits for Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The New York Stock Exchange, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**GS Acquisition Holdings Corp II**

Date: June 26, 2020

By: /s/ Tom Knott

Name: Tom Knott

Title: Chief Executive Officer, Chief Financial Officer and Secretary