

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): February 16, 2021

CF FINANCE ACQUISITION CORP. II
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39470
(Commission
File Number)

84-3235065
(IRS Employer
Identification No.)

110 East 59th Street, New York, NY 10022
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (212) 938-5000

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 of 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of Class A common stock and one-third of one redeemable warrant	CFIU	The Nasdaq Stock Market
Class A common stock, par value \$0.0001 per share	CFII	The Nasdaq Stock Market
Redeemable warrants, exercisable for Class A common stock at an exercise price of \$11.50 per share	CFIIW	The Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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

As previously disclosed, on November 30, 2020, CF Finance Acquisition Corp. II, a Delaware corporation (“CF II”) entered into an Agreement and Plan of Merger (the “Merger Agreement”) with PVMS Merger Sub, Inc., a Delaware corporation and a wholly-owned direct subsidiary of CF II (“Merger Sub”), and View, Inc., a Delaware corporation (“View”), pursuant to which Merger Sub will merge with and into View (the “Merger” and together with the other transactions contemplated by the Merger Agreement, the “Transactions”), whereby the separate corporate existence of Merger Sub will cease and View will be the surviving corporation of the Merger and become a wholly-owned subsidiary of CF II.

CF II issued a press release today announcing that the Securities and Exchange Commission (the “SEC”) has declared effective its registration statement on Form S-4 (the “S-4 Registration Statement”) filed in connection with the Transactions and that a special meeting (the “Meeting”) of its stockholders will be held on Friday, March 5, 2021 at 10:00 a.m., Eastern Time. The purpose of the Meeting is to vote on certain proposals relating to the Transactions. A copy of the press release is filed herewith as Exhibit 99.1 to this Current Report on Form 8-K.

Important Information and Where to Find It

This Current Report on Form 8-K relates to the proposed Transactions between CF II and View. This Current Report on Form 8-K does not constitute an offer to sell or exchange, or the solicitation of an offer to buy or exchange, any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, sale or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. In connection with the Transactions, CF has filed the S-4 Registration Statement and a definitive proxy statement/prospectus. The definitive proxy statement/prospectus will be sent to all CF II stockholders. CF II may also file other documents regarding the proposed Transactions with the SEC. Before making any voting or investment decision, investors and security holders of CF II are urged to read the registration statement, the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC in connection with the proposed Transactions as they become available because they will contain important information about the proposed Transactions, CF II and View.

Investors and security holders will be able to obtain free copies of the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC by CF II through the website maintained by the SEC at www.sec.gov or by directing a request to CF II to 110 East 59th Street, New York, NY 10022 or via email at CFFinanceII@cantor.com or at (212) 938-5000.

Participants in the Solicitation

CF II and View and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from CF II’s stockholders in connection with the proposed Transactions. Information about CF II’s directors and executive officers and their ownership of CF II’s securities is set forth in CF II’s filings with the SEC. Additional information regarding the interests of those persons and other persons who may be deemed participants in the proposed Transactions may be obtained by reading the proxy statement/prospectus regarding the proposed Transactions. You may obtain free copies of these documents as described in the preceding paragraph.

Non-Solicitation

This Current Report on Form 8-K is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the potential Transactions and shall not constitute an offer to sell or a solicitation of an offer to buy the securities of CF II or View, nor shall there be any sale of any such 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 such state or jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act.

Forward-Looking Statements

Certain statements included in this Current Report on Form 8-K that are not historical facts are forward-looking statements within the meaning of the federal securities laws, including safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements are sometimes accompanied by words such as “believe,” “continue,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “predict,” “plan,” “may,” “should,” “will,” “would,” “potential,” “seem,” “seek,” “outlook” and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. These statements are based on various assumptions, whether or not identified in this Current Report on Form 8-K. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by an investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of CF II and View. Many factors could cause actual future events to differ from the forward-looking statements in this Current Report on Form 8-K, including but not limited to: (i) the risk that the Transactions may not be completed in a timely manner or at all, which may adversely affect the price of CF II’s securities, (ii) the risk that the Transactions may not be completed by CF II’s business combination deadline and the potential failure to obtain an extension of the business combination deadline if sought by CF II, (iii) the failure to satisfy the conditions to the consummation of the Transactions, including the approval by the stockholders of CF II, the satisfaction of the minimum trust account amount following any redemptions by CF II’s public stockholders and the receipt of certain governmental and regulatory approvals, (iv) the inability to complete the PIPE Investments, (v) the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement, (vi) the effect of the announcement or pendency of the Transactions on View’s business relationships, operating results, and business generally, (vii) risks that the Transactions disrupt current plans and operations of View and potential difficulties in View employee retention as a result of the Transactions, (viii) the outcome of any legal proceedings that may be instituted against View or against CF II related to the Merger Agreement or the Transactions, (ix) the ability to maintain the listing of CF II stock on the Nasdaq Stock Market, (x) volatility in the price of CF II’s securities, (xi) changes in competitive and regulated industries in which View operates, variations in operating performance across competitors, changes in laws and regulations affecting View’s business and changes in the combined capital structure, (xii) the ability to implement business plans, forecasts, and other expectations after the completion of the Transactions, and identify and realize additional opportunities, (xiii) the potential inability of View to increase its manufacturing capacity or to achieve efficiencies regarding its manufacturing process or other costs, (xiv) the enforceability of View’s intellectual property, including its patents and the potential infringement on the intellectual property rights of others, (xv) the risk of downturns and a changing regulatory landscape in the highly competitive industry in which View operates, and (xvi) costs related to the Transactions and the failure to realize anticipated benefits of the Transactions or to realize estimated pro forma results and underlying assumptions, including with respect to estimated stockholder redemptions. These risks and uncertainties may be amplified by the COVID-19 pandemic, which has caused significant economic uncertainty. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the “Risk Factors” section of CF II’s Quarterly Reports on Form 10-Q, the S-4 Registration Statement and other documents filed by CF II from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and View and CF II assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Neither View nor CF II gives any assurance that either View or CF II will achieve its expectations.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release, dated February 16, 2021

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.

CF FINANCE ACQUISITION CORP. II

By: /s/ Howard Lutnick

Name: Howard Lutnick

Title: Chief Executive Officer

Dated: February 16, 2021



**CF Finance Acquisition Corp. II Announces Registration Statement Effectiveness and
Special Meeting Date to Approve Business Combination with View, Inc.**

New York, NY and Milpitas, CA (February 16, 2021): CF Finance Acquisition Corp. II (Nasdaq: CFII) ("CF II"), a special purpose acquisition company sponsored by Cantor Fitzgerald, today announced that the Securities and Exchange Commission (the "SEC") has declared effective its registration statement on Form S-4 in connection with its previously announced business combination with View, Inc. ("View"), a Silicon Valley-based smart window company.

The declaration of effectiveness by the SEC and the filing of the definitive proxy statement is an important step in View becoming a publicly traded company, with the goal of being listed on the NASDAQ under the symbol "VIEW" at the close of the transaction.

As previously announced, the business combination is expected to deliver up to \$1 billion of gross proceeds to View including up to \$500 million in fully committed PIPE investments and up to \$500 million of cash held in CF II's trust account from its initial public offering.

CF II will hold a Special Meeting of Stockholders at 10:00 a.m. Eastern time on March 5, 2021 to approve, among other things, the previously announced business combination with View. Shareholders of record at the close of business on January 27, 2021 will be entitled to receive notice of and to vote at the Special Meeting. The meeting will be held virtually over the internet by means of a live audio webcast. Shareholders will be able to attend, vote their shares and submit questions during the Special Meeting via a live webcast available at <https://www.cstproxy.com/cffinanceacquisitioncorpII/2021>.

At the closing, current View shareholders will roll their existing equity holdings into the post-business combination company. The transaction, which has been unanimously approved by the boards of directors of both CF II and View, is expected to close in the first quarter of 2021, subject to regulatory and stockholder approvals, and other customary closing conditions.

About View

View is a technology company and the market leader in smart windows. View Smart Windows use artificial intelligence to automatically adjust in response to the sun and increase access to natural light, to improve people's health and experience in buildings, while simultaneously reducing energy consumption to mitigate the effects of climate change. Every View installation also includes a smart building platform that consists of power, network, and communication infrastructure. For more information, please visit: www.view.com

On November 30, 2020, View announced plans to become a publicly listed company through a merger with CF Finance Acquisition Corp. II (Nasdaq: CFII), a special purpose acquisition company sponsored by Cantor Fitzgerald. For more information, see: [Smart-Windows-Press-Release.pdf \(view.com\)](#).

About CF Finance Acquisition Corp. II

CF Finance Acquisition Corp. II is a blank check company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization, or similar business combination with one or more businesses. CF II's efforts to identify a prospective target business are not limited to a particular industry or geographic region, but CF II intends to focus on industries where its management team and founders have experience, including the financial services, healthcare, real estate services, technology, and software industries. CF Finance Acquisition Corp. II is led by Chairman and Chief Executive Officer Howard W. Lutnick.

About Cantor Fitzgerald

CF II is sponsored by Cantor Fitzgerald. Cantor Fitzgerald, with over 12,000 employees, is a leading global financial services group at the forefront of financial and technological innovation and has been a proven and resilient leader for over 70 years. Cantor Fitzgerald & Co. is a preeminent investment bank serving more than 5,000 institutional clients around the world, recognized for its strengths in fixed income and equity capital markets, investment banking, prime brokerage, and commercial real estate and for its global distribution platform. Cantor Fitzgerald & Co. is one of the 24 primary dealers authorized to transact business with the Federal Reserve Bank of New York. For more information, please visit: www.cantor.com.

Important Information and Where to Find It

This press release relates to a proposed transaction between CF II and View. This press release does not constitute an offer to sell or exchange, or the solicitation of an offer to buy or exchange, any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, sale or exchange would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. In connection with the transaction described herein, CF II has filed relevant materials with the SEC, including a registration statement on Form S-4, which includes a proxy statement/prospectus. The proxy statement/prospectus will be sent to all CF II stockholders, and may file additional documents with the SEC regarding the proposed transaction. Before making any voting or investment decision, investors and security holders of CF II are urged to read the registration statement, the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC in connection with the proposed transaction as they become available because they will contain important information about the proposed transaction.

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Contacts:

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