

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>CF Finance Holdings II, LLC</u>  (Last) (First) (Middle) <u>110 EAST 59TH STREET</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CF Finance Acquisition Corp II [ CFII ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>10/10/2020</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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			

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(1)	10/10/2020		J <sup>(2)</sup>			1,875,000	(1)	(1)	Class A Common Stock	1,875,000	\$0.00	12,480,000	I	See Footnote <sup>(3)</sup>

1. Name and Address of Reporting Person* <u>CF Finance Holdings II, LLC</u>  (Last) (First) (Middle) <u>110 EAST 59TH STREET</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>CANTOR FITZGERALD, L. P.</u>  (Last) (First) (Middle) <u>110 EAST 59TH STREET</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>CF GROUP MANAGEMENT INC</u>  (Last) (First) (Middle) <u>110 EAST 59TH STREET</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>LUTNICK HOWARD W</u>  (Last) (First) (Middle)

110 EAST 59TH STREET

(Street)

NEW YORK

NY

10022

(City)

(State)

(Zip)

**Explanation of Responses:**

1. As described in the issuer's registration statement on Form S-1 (File No. 333-241727) under the heading "Description of Securities--Founder Shares", the shares of Class B common stock will automatically convert into shares of Class A common stock at the time of the issuer's initial business combination on a one-for-one basis, subject to adjustment for stock splits, stock dividends, reorganizations, recapitalizations and the like, and certain anti-dilution rights.

2. As contemplated in connection with the initial public offering of the issuer, 1,875,000 shares of Class B common stock were returned by CF Finance Holdings II, LLC (the "Sponsor") to the issuer for no consideration and cancelled because the underwriters' over-allotment option was not exercised.

3. The Sponsor is the record holder of the shares reported herein. Cantor Fitzgerald, L.P. ("Cantor") is the sole member of the Sponsor. CF Group Management, Inc. ("CFGM") is the managing general partner of Cantor. Mr. Lutnick, the issuer's Chairman and Chief Executive Officer, is the trustee of the sole stockholder of CFGM. As such, each of Cantor, CFGM and Mr. Lutnick may be deemed to have beneficial ownership of the securities directly held by the Sponsor. Each such entity or person disclaims any beneficial ownership of the reported shares other than to the extent of any pecuniary interest they may have therein, directly or indirectly.

/s/ Howard Lutnick 10/14/2020

/s/ Howard Lutnick, as Chief

Executive Officer of CF Finance 10/14/2020

Holdings LLC

/s/ Howard Lutnick, as Chief

Executive Officer of Cantor 10/14/2020

Fitzgerald, L.P.

/s/ Howard Lutnick, as Chief

Executive Officer of CF Group 10/14/2020

Management Inc.

\*\* Signature of Reporting Person Date

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

\* 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).

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

**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 Number.**