

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

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

1. Name and Address of Reporting Person* <u>CF Finance Holdings II, LLC</u>			2. Issuer Name and Ticker or Trading Symbol <u>CF Finance Acquisition Corp II [CFIU]</u>			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) <input type="checkbox"/> Other (specify below) <u>Chief Executive Officer</u>		
(Last) (First) (Middle) <u>110 EAST 59TH STREET</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2020</u>					
(Street) <u>NEW YORK NY 10022</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(City) (State) (Zip)						6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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				
<u>Class B Common Stock</u>	<u>(1)</u>	<u>12/10/2020</u>		<u>J(2)</u>			<u>10,000</u>	<u>(1)</u>	<u>(1)</u>	<u>Class A Common Stock</u>	<u>10,000</u>	<u>\$0.00</u>	<u>12,470,000</u>	<u>I</u>	<u>See Footnote(3)</u>

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</u>	<u>NY</u>	<u>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</u>	<u>NY</u>	<u>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</u>	<u>NY</u>	<u>10022</u>
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
LUTNICK HOWARD W		
(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 election of Charlotte Blechman as director of the issuer, 10,000 shares of Class B common stock were transferred by CF Finance Holdings II, LLC (the "Sponsor") to Ms. Blechman.
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	12/14/2020
/s/ Howard Lutnick, as Chief Executive Officer of CF Finance Holdings II, LLC	12/14/2020
/s/ Howard Lutnick, as Chief Executive Officer of Cantor Fitzgerald, L.P.	12/14/2020
/s/ Howard Lutnick, as Chief Executive Officer of CF Group Management Inc.	12/14/2020

** 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.