

**JEFFERIES LLC**  
**520 Madison Avenue**  
**New York, New York 10022**

July 31, 2018

**VIA EDGAR**

William Mastrianna  
Office of Information Technologies and Services  
United States Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

Re: Forum Merger II Corporation  
Registration Statement on Form S-1  
Filed July 6, 2018, as amended  
File No. 333-226084

Dear Mr. Mastrianna:

Pursuant to Rule 461 of the General Rules and Regulations under the Securities Act of 1933, as amended (the "Act"), the undersigned, for itself and the other Underwriters, hereby join in the request of Forum Merger II Corporation that the effective date of the above-referenced Registration Statement be accelerated so as to permit it to become effective at 4:00 p.m. Eastern time on Thursday, August 2, 2018, or as soon thereafter as practicable.

Pursuant to Rule 460 of the General Rules and Regulations under the Act, the undersigned advise that as of the date hereof, approximately 238 copies of the Preliminary Prospectus dated July 6, 2018 have been distributed to prospective underwriters and dealers, institutional investors, retail investors and others.

Each of the undersigned advises that it has complied and will continue to comply with the requirements of Rule 15c2-8 under the Securities Exchange Act of 1934, as amended.

\* \* \*

*[Signature Page Follows]*

---

Very truly yours,  
**JEFFERIES LLC**

By: /s/ Tina Pappas  
Name: Tina Pappas  
Title: Managing Director

As Representative of the Underwriters

---