

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>COHEN DANIEL G</u>  (Last) (First) (Middle) <u>C/O FINTECH ACQUISITION CORP. II</u> <u>2929 ARCH STREET, SUITE 1703</u>  (Street) <u>PHILADELPHIA PA 19104</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/19/2017</u>	3. Issuer Name and Ticker or Trading Symbol <u>Fintech Acquisition Corp. II [ FNTE ]</u>	
		4. 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>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/19/2017</u>  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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	796,366	D	
Common Stock	\$515,699	I	By DGC Family FinTech Trust
Common Stock	365,000 <sup>(1)</sup>	I	By FinTech Investor Holdings II, LLC
Common Stock	305,449	I	By Cohen Sponsor Interests II, LLC

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants	(3)	(4)	Common Stock	20,000 <sup>(2)</sup>	11.5	I	By FinTech Investor Holdings II, LLC

**Explanation of Responses:**

- Includes 40,000 shares of common stock underlying 40,000 units of the Issuer that FinTech Investor Holdings II, LLC irrevocably committed to purchase.
- 20,000 warrants underlying 40,000 units of the Issuer that FinTech Investor Holdings II, LLC irrevocably committed to purchase.
- The warrants will become exercisable at the later of 30 days after the consummation of the Issuer's initial business combination or 12 months from the completion of the Issuer's initial public offering.
- The warrants will expire five years after the consummation of the Issuer's initial business combination or earlier upon redemption of all of the Issuer's outstanding common stock or the Issuer's liquidation.

**Remarks:**

The amendment is being filed to correct the number of indirect shares held by Cohen Sponsor Interests II, LLC

/s/ Daniel G. Cohen

01/24/2017

\*\* 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 5 (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.

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