

Hennessy Capital Acquisition Corp II  
Form 8-K  
October 04, 2016

**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): October 4, 2016

**HENNESSY CAPITAL ACQUISITION CORP. II**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>001-37509</b>	<b>47-3913221</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**700 Louisiana Street, Suite 900 Houston, Texas 77002**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (713) 300-8242

**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))

**Item 1.02 Termination of a Material Definitive Agreement.**

On October 4, 2016, Hennessy Capital Acquisition Corp. II (the “Company”) and USI Senior Holdings, Inc. (“USI Parent”) mutually agreed to terminate the agreement and plan of merger, dated as of April 1, 2016 and as amended as of July 13, 2016 and as of August 17, 2016 (as so amended, the “Merger Agreement”), by and among the Company, HCAC II, Inc., a wholly owned subsidiary of the Company, USI Parent and North American Direct Investment Holdings, LLC, solely in its capacity as the Stockholder Representative, relating to the Company’s proposed merger with USI Parent, which, through its subsidiaries, conducts its business under the “USI” name. The termination of the Merger Agreement is effective as of October 4, 2016.

**Item 8.01 Other Events.**

On October 4, 2016, the Company issued a press release announcing the termination of the Merger Agreement. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Number Description**

99.1 Press Release dated October 4, 2016

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.

Dated: October 4, 2016 HENNESSY CAPITAL  
ACQUISITION CORP. II

By: /s/ Daniel J. Hennessy  
Name: Daniel J. Hennessy  
Title: Chief Executive Officer

**EXHIBIT INDEX**

**Number Description**

99.1 Press Release dated October 4, 2016

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