

January 6, 2021

Ian Robertson
Chief Executive Officer
Northern Genesis Acquisition Corp. II
4801 Main Street, Suite 1000
Kansas City, MO 64112

Acquisition Corp. II
Statement on Form S-1
2020

Registration Statement on Form S-1
2021

Re: Northern Genesis
Registration
Filed December 23,
Amendment No. 1 to
Filed January 4,
File No. 333-251639

Dear Mr. Robertson:

We have reviewed your registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments.

Amendment No. 1 to Registration Statement on Form S-1 filed January 4, 2021

Manner of conducting redemptions, page 17

1. Your amended and restated certificate of incorporation and revised disclosure at page 17 state that if you seek stockholder approval, you will complete your initial business combination only if "a majority of the then outstanding shares of common stock present and entitled to vote at the meeting to approve the business combination (or such greater number as may be required by applicable law or the rules of any applicable national securities exchange)" are voted in favor of the business combination. We note that your disclosure implies that the voting standard may be superseded by a higher voting standard. Please revise to clarify the voting standard under applicable law or advise.

Ian Robertson
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We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Refer to Rules 460 and 461 regarding requests for acceleration. Please allow adequate time for us to review any amendment prior to the requested effective date of

the registration
statement.

You may contact Myra Moosariparambil, Staff Accountant, at (202)
551-3796 or Craig
Arakawa, Accounting Branch Chief, at (202) 551-3650 if you have questions
regarding
comments on the financial statements and related matters. Please contact Kevin
Dougherty, Staff
Attorney, at (202) 551-3271 or Loan Lauren Nguyen, Legal Branch Chief, at (202)
551- 3642
with any other questions.

FirstName LastNameIan Robertson

Corporation Finance
Comapany NameNorthern Genesis Acquisition Corp. II

Transportation
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cc: Rebecca Taylor
FirstName LastName

Sincerely,

Division of

Office of Energy &