

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NORTHERN GENESIS ACQUISITION CORP. II
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

6770
(Primary Standard Industrial
Classification Code Number)

85-343695
(IRS Employer
Identification Number)

**4801 Main Street
Suite 1000
Kansas City, MO 64112
(816) 983-8000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Jim Goettsch, Legal Counsel
4801 Main Street
Suite 1000
Kansas City, MO 64112
(816) 983-8000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**David Alan Miller, Esq.
Jeffrey M. Gallant, Esq.
Graubard Miller
The Chrysler Building
405 Lexington Avenue
New York, New York 10174
Telephone: (212) 818-8800**

**Copies to:
James G. Goettsch, Esq.
Rebecca Taylor, Esq.
Husch Blackwell LLP
4801 Main Street, Suite 1000
Kansas City, Missouri 64112
Telephone: (816) 983-8000**

**Derek J. Dostal, Esq.
Roshni Banker Cariello, Esq.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **333-251639**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Security	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Units, each consisting of one share of common stock, \$0.0001 par value, and one-third of one Warrant ⁽¹⁾	6,900,000 Units	\$ 10.00	\$ 69,000,000	\$ 7,527.90
Shares of common stock including as part of the Units ⁽²⁾	6,900,000 Shares	--	--	--(3)
Redeemable Warrants including as part of the Units ⁽²⁾	2,300,000 Warrants	--	--	--(3)
Total			\$ 69,000,000	\$ 7,527.90(4)

(1) Includes 900,000 Units, and 900,000 shares of common stock and 300,000 redeemable warrants underlying such Units, which may be issued on exercise of a 45-day option granted to the underwriters.

(2) Pursuant to Rule 416, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from share splits, share capitalizations or similar transactions.

(3) No fee pursuant to Rule 457(g).

(4) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$345,000,000 on its Registration Statement on Form S-1, as amended (File No. 333-251639), which was declared effective by the Securities and Exchange Commission on January 12, 2021. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$69,000,000 is hereby registered, which includes securities issuable upon the exercise of the underwriters' over-allotment option.

The Registrant Statement shall become effective upon filing with the U.S. Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-1 is being filed by Northern Genesis Acquisition Corp. II, a Delaware corporation (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-251639) (the “Prior Registration Statement”), initially filed by the Registrant on December 23, 2020, and declared effective by the Securities and Exchange Commission on January 12, 2021. This Registration Statement covers the registration of an additional 6,900,000 of the Registrant’s units, each consisting of one share of the Registrant’s common stock, \$0.0001 par value per share, and one-third of one redeemable warrant, each whole warrant entitling the holder thereof to purchase one share of the Registrant’s common stock. The required opinion of counsel and related consent and accountant’s consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

All exhibits filed with the Registration Statement on Form S-1 (File No. 333-251639) are incorporated by reference into, and shall be deemed to be part of, this Registration Statement, except for the following, which are filed herewith:

Exhibit No.	Description
5.1	Opinion of Husch Blackwell LLP
23.1	Consent of Marcum LLP
23.2	Consent of Husch Blackwell LLP (included in Exhibit 5.1)

Signatures

Pursuant to the requirements of the Securities Act of 1933 the registrant has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Kansas City, state of Missouri, on the 12th day of January, 2021.

NORTHERN GENESIS ACQUISITION CORP. II

By: /s/ Ian Robertson
Name: Ian Robertson
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Paul Dalglish</u> Paul Dalglish	Director	January 12, 2021
<u>/s/ Ian Robertson</u> Ian Robertson	Director and Chief Executive Officer (Principal Executive Officer)	January 12, 2021
<u>/s/ Chris Jarratt</u> Chris Jarratt	Director and Chair	January 12, 2021
<u>/s/ Ken Manget</u> Ken Manget	Chief Financial Officer (Principal Financial and Accounting Officer)	January 12, 2021
<u>/s/ Robert Schaefer</u> Robert Schaefer	Director	January 12, 2021
<u>/s/ Brad Sparkes</u> Brad Sparkes	Director	January 12, 2021

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January 12, 2021

Northern Genesis Acquisition Corp. II
4801 Main Street
Suite 1000
Kansas City, MO 64112

Re: Registration Statement on Form S-1 under Rule 462(b)

Ladies and Gentlemen:

We have acted as counsel to Northern Genesis Acquisition Corp. II, a Delaware corporation (the "Company"), in connection with the preparation of the Registration Statement on Form S-1 (the "462(b) Registration Statement"), being filed by the Company with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act"). The 462(b) Registration Statement relating to the registration of the offer and sale by the Company of (a) 6,000,000 units (the "Firm Units") of the Company, each such unit consisting of one share of common stock of the Company, par value \$0.0001 per share ("Common Stock"), and one-third of one warrant of the Company (each whole warrant, a "Warrant"); each Warrant entitles the holder thereof to purchase one share of Common Stock as specified in the 462(b) Registration Statement, (b) up to an additional 900,000 units that the underwriters will have a right to purchase from the Company to cover over-allotments (the "Option Units" and, together with the Firm Units, the "Units") and (c) all shares of Common Stock and all Warrants issued as part of the Units as specified in the 462(b) Registration Statement. The 462(b) Registration Statement relates to the Company's Registration Statement on Form S-1, as amended (File No. 333-251639) (the "Registration Statement"), initially filed by the Company on December 23, 2020 and declared effective by the SEC on January 12, 2021.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such corporate and other records and documents as we considered appropriate including without limitation:

- (1) the Certificate of Incorporation of the Company that is filed as Exhibit 3.1 to the Registration Statement (the "Certificate of Incorporation");
- (2) the form of Amended and Restated Certificate of Incorporation of the Company that is filed as Exhibit 3.2 to the Registration Statement;
- (3) the Bylaws of the Company that are filed as Exhibit 3.3 to the Registration Statement (the "Bylaws");
- (4) a Good Standing Certificate with respect to the Company issued by the Secretary of State of Delaware dated as of a recent date;
- (5) the Registration Statement;

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- (6) the form of the underwriting agreement proposed to be entered into between the Company and the representatives of the underwriters named therein (the “Underwriting Agreement”) that is filed as Exhibit 1.1 to the Registration Statement;
- (7) actions previously taken by the Company’s Board of Directors and, to the extent permitted by Section 141(c) of the General Corporation Law of the State of Delaware (the “Delaware Act”), a duly constituted and acting committee thereof (such Board of Directors or committee being hereinafter referred to as the “Board”), in accordance with the Delaware Act, the Certificate of Incorporation and the Bylaws (such actions, including any such future actions to be taken by the Board as described herein, being collectively referred to as the “Corporate Proceedings”);
- (8) certifications of the Corporate Proceedings taken to date by the Company in connection with the authorization of the Registration Statement and the 462(b) Registration Statement, the Units, the Common Stock and the Warrants in a certificate dated as of even date herewith;
- (9) the Specimen Unit Certificate that is filed as Exhibit 4.1 to the Registration Statement;
- (10) the Specimen Common Stock Certificate that is filed as Exhibit 4.2 to the Registration Statement;
- (11) the Specimen Warrant Certificate that is filed as Exhibit 4.3 to the Registration Statement; and
- (12) the form of warrant agreement proposed to be entered into by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent, that is filed as Exhibit 4.4 to the Registration Statement; and
- (13) the 462(b) Registration Statement.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies, the authenticity of the originals of such latter documents, that the form and content of all documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such documents as executed and delivered, and the enforceability of all documents submitted to us against parties other than the Company. We have assumed that there has been no oral or written modification of or amendment to any of the documents we have reviewed, and there has been no waiver of any provision of any of such documents, by action or omission of the parties or otherwise. As to any facts material to the opinions expressed herein which were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company and certificates of public officials, without independent verification of their accuracy.

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On the basis of such examination, our reliance upon the assumptions in this opinion and our consideration of those questions of law we considered relevant, and subject to the limitations and qualifications in this opinion, we are of the opinion that:

1. **Public Units.** When the Public Units are issued, delivered and paid for, as contemplated by the 462(b) Registration Statement, such Public Units will be validly issued and will be legally binding obligations of the Company enforceable in accordance with their terms.
2. **Common Stock.** When the shares of Common Stock underlying the Public Units are issued, delivered and paid for as part of the Public Units, as contemplated by the 462(b) Registration Statement, the shares of Common Stock underlying the Public Units will be validly issued, fully paid and non-assessable.
3. **Public Warrants.** When the Public Warrants underlying the Public Units are issued, delivered and paid for as part of the Public Units, as contemplated by the 462(b) Registration Statement, such Public Warrants will be validly issued and will be legally binding obligations of the Company enforceable in accordance with their terms.

The opinions set forth above are subject to the following exceptions, limitations and qualifications: (i) the effect of bankruptcy, insolvency (including, without limitation, all laws relating to fraudulent transfers), reorganization, preference, moratorium or other similar laws now or hereafter in effect relating to or affecting the rights and remedies of creditors generally (including, without limitation, fraudulent conveyance laws); (ii) the effect of general principles of equity whether enforcement is considered in a proceeding in equity or at law, and the discretion of the court before which any proceeding therefor may be brought (including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief), and (iii) the unenforceability under certain circumstances under law or court decisions of provisions providing for the indemnification of or contribution to a party with respect to a liability, or of any provision requiring the payment of attorneys' fees, where such indemnification or contribution, or payment of attorneys' fees, is contrary to law or public policy.

We do not express any opinion herein with respect to the laws of any jurisdiction other than, in each case subject to the limitations and assumptions contained herein, the Delaware Act and, solely with respect to the Units and Warrants, the laws of the State of New York.

This opinion is being furnished in accordance with the requirements of Item 16 of Form S-1 and Item 601(b)(5) of Regulation S-K promulgated under the Securities Act in connection with the Registration Statement, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, the prospectus included in the Registration Statement, other than as expressly stated herein with respect to the Units, Common Stock and Warrants. This opinion letter is rendered as of the date hereof, and we disclaim any obligation to advise you of facts, circumstances, events or developments that hereafter may be brought to our attention and that may alter, affect or modify the opinions expressed herein.

Husch Blackwell LLP

HUSCH BLACKWELL

We hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement and to the reference to Husch Blackwell LLP under the caption “Legal Matters” in the prospectus constituting a part of such Registration Statement. In giving this consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC thereunder, nor do we thereby admit that we are experts with respect to any part of the Registration Statement, the prospectus or the 462(b) Registration Statement included therein within the meaning of the term “experts” as used in the Securities Act or the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ Husch Blackwell LLP

Husch Blackwell LLP

Husch Blackwell LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Northern Genesis Acquisition Corp. II (the "Company") on Form S-1 pursuant to Rule 462(b) under Securities Act of 1933, as amended, of our report dated October 13, 2020, which includes an explanatory paragraph as to the Company's ability as going concern, with respect to our audit of the financial statements of Northern Genesis Acquisition Corp. II as of October 2, 2020 and for the period from September 25, 2020 (inception) through October 2, 2020 appearing in the Registration Statement on Form S-1, as filed (file No. 333-251639), of Northern Genesis Acquisition Corp. II.

/s/ Marcum LLP

Marcum LLP
New York, NY
January 12, 2021