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

FORM 12b-25

NOTIFICATION OF LATE FILING

Commission File Number: 001-39755

(Check One) Form 10-K Form 20-F Form 11-K Form 10-Q
 Form 10-D Form N-SAR Form N-CSR

For Period Ended: March 31, 2021

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Live Oak Acquisition Corp. II

Full Name of Registrant

N/A

Former Name if Applicable

40 S. Main Street, #2550

Address of Principal Executive Office (Street and Number)

Memphis, TN 38103

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Live Oak Acquisition Corp. II, a Delaware corporation (the "**Company**") has determined that it is unable to file its Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 (the "**Quarterly Report**") with the U.S. Securities Exchange Commission (the "**SEC**") within the prescribed time period without unreasonable effort or expense, because the Company needs additional time to complete its financial statements and related disclosures for the reasons described below.

On April 12, 2021, the Acting Director of the Division of Corporation Finance and Acting Chief Accountant of the SEC (the "**SEC Staff**") issued a statement regarding the accounting and reporting considerations for warrants issued by special purpose acquisition companies entitled "Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies ("SPACs") (the "**SEC Staff Statement**"). In the SEC Staff Statement, the SEC Staff expressed its view that certain terms and conditions common to SPAC warrants may require the warrants to be classified as liabilities on the SPAC's balance sheet as opposed to equity, in accordance with Accounting Standards Codification 815-40, *Derivatives and Hedging: Contracts in an Entities Own Equity* ("**ASC 815-40**"). Since issuance on December 2, 2020, the Company's warrants, which includes (i) 8,433,333 redeemable warrants included as a part of the units issued by the Company in its initial public offering (the "**Public Warrants**") and (ii) 4,666,667 redeemable warrants that were issued to Live Oak Sponsor Partners II, LLC in a private placement that closed concurrently with the closing of the Company's initial public offering (the "**Private Warrants**" and, together with the Public Warrants, the "**Warrants**"), were accounted for as equity within the Company's financial statements.

After consideration of the guidance in the SEC Staff Statement, the Company concluded that the Private Warrants should be accounted for as a liability and measured at fair value with changes in fair value for each period reported in the Company's statement of operations. The Company is in the process of completing its final analysis of this change, and as a result there is a delay in completing the Company's financial statements as of and for the three month period ended March 31, 2021.

The Company is working diligently to complete the Quarterly Report as soon as possible; however, given the scope of the process for determining the appropriate treatment of the Warrants in accordance with the SEC Staff Statement and ASC 815-40, the Company is unable to complete and file the Quarterly Report by the required due date of May 17, 2021 without unreasonable effort and expense. As such, the Company intends to file the Quarterly Report as soon as practicable after the completion of the Company's financial statements and disclosures.

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Gary K. Wunderlich, Jr.

(Name)

(901)

(Area Code)

685-2865

(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Forward-Looking Statements

Certain statements contained in this Form 12b-25 include, and certain statements contained in the Quarterly Report will include, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding the expected impact of the accounting for the Private Warrants and the timing of filing the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "could," "would," "intend," "will," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential," "continue," or the negative of such terms or other similar expressions. Such statements include, but are not limited to, possible business combinations and the financing thereof, and related matters, as well as all other statements other than statements of historical fact included in this Form 12b-25 or in our Quarterly Report. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements, including but not limited to the risks and uncertainties set forth in the section titled "Risk Factors" in the Annual Report on Form 10-K filed by the Company with the SEC on March 25, 2021 and in its other filings made from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements. The forward-looking statements in this Form 12b-25 are made as of the date hereof, and the Company does not undertake any obligation to update the forward-looking statements as a result of new information, future events or otherwise.

Live Oak Acquisition Corp. II
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 17, 2021

Live Oak Acquisition Corp. II

By: /s/ Andrea K. Tarbox

Name: Andrea K. Tarbox

Title: Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).