

January 4, 2023

Nimesh Patel  
Chief Executive Officer  
AMCI Acquisition Corp. II  
600 Steamboat Road  
Greenwich, Connecticut 06830

Corp. II  
Registration Statement on Form S-4  
2023

Re: AMCI Acquisition  
Amendment No. 5 to  
Filed January 3,  
File No. 333-264811

Dear Nimesh Patel:

We have reviewed your amended registration statement and have the following comment.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comment applies 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 this comment, we may have additional comments.

Amendment No. 5 to Registration Statement on Form S-4

U.S. Federal Income Tax Considerations, page 297

1. Please revise your disclosure in this section to: (1) clearly state that the tax disclosure in this section is the opinion of White & Case LLP and/or Covington & Burling LLP, and; (2) clearly identify and articulate the opinions being rendered. Refer to sections III.B.2 and III.C.1 of CF Staff

Legal Bulletin No. 19.  
Nimesh Patel  
AMCI Acquisition Corp. II  
January 4, 2023  
Page 2

You may contact Kristin Lochhead at 202-551-3664 or Daniel Gordon at 202-551-3486 if you have questions regarding comments on the financial statements and related matters. Please contact Dillon Hagius at 202-551-7967 or Laura Crotty at 202-551-7614 with any other questions.

Sincerely,

FirstName LastNameNimesh Patel  
Corporation Finance  
Applications and  
Comapany NameAMCI Acquisition Corp. II

Division of  
Office of Industrial  
Services

January 4, 2023 Page 2  
cc: Elliott Smith  
FirstName LastName