

**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): June 1, 2021 (May 25, 2021)**

**Altimar Acquisition Corp. II**

(Exact name of registrant as specified in its charter)

**Cayman Islands**  
(State or other jurisdiction  
of incorporation)

**001-39994**  
(Commission  
File Number)

**98-1571400**  
(I.R.S. Employer  
Identification No.)

**40 West 57th Street  
33rd Floor  
New York, New York 10019**  
(Address of principal executive offices, including zip code)

**(212) 287-6767**  
(Registrant's telephone number, including area code)

**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 communication 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one Class A ordinary share, \$0.0001 par value, and one-fourth of one redeemable warrant	ATMR.U	New York Stock Exchange
Class A ordinary share, \$0.0001 par value Warrants, each whole warrant exercisable for one Class A ordinary share, each at an exercise price of \$11.50 per share	ATMR ATMR WS	New York Stock Exchange New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On May 25, 2021, Altimar Acquisition Corp. II (the “*Company*”) received a notice from the New York Stock Exchange (the “*NYSE*”) indicating that the Company was not in compliance with the continued listing requirements under the timely filing criteria established in Section 802.01E of the NYSE Listed Company Manual as a result of the Company’s failure to timely file its Quarterly Report on Form 10-Q for the period ended March 31, 2021 (the “*Form 10-Q*”) with the Securities and Exchange Commission (the “*SEC*”) on or prior to the due date thereof or by the extended filing due date provided by Rule 12b-25 promulgated under the Securities Exchange Act of 1934, as amended. The NYSE informed the Company that, under the NYSE’s rules, the Company has six months from the filing due date to file the Form 10-Q with the SEC.

As the Company reported in its Form 12b-25 filed with the SEC on May 18, 2021, the Company experienced delays in the preparation and review of its unaudited condensed financial statements for the period ended March 31, 2021 as a result of the changes to the accounting treatment of the Company’s public warrants and private placement warrants issued in connection with the Company’s initial public offering.

The Company has filed the Form 10-Q with the SEC on June 1, 2021 and is expected to regain compliance with the NYSE’s continued listing requirements.

On June 1, 2021, the Company issued a press release disclosing the Company’s receipt of the NYSE’s late filer notification, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Cautionary Note Concerning Forward-Looking Statements**

This Current Report on Form 8-K includes, and oral statements made from time to time by representatives of the Company may 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. Such forward-looking statements are intended to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. Statements regarding the Company’s current expectations and intentions with respect to the filing of the Form 10-Q and related matters as well as all other statements other than statements of historical fact included in this Current Report on Form 8-K are forward-looking statements. When used in this Current Report on Form 8-K, words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “would” and similar expressions identify forward-looking statements. Such forward-looking statements are based on the beliefs of the Company’s management, as well as assumptions made by, and information currently available to, the Company’s management. Actual results could differ materially from those contemplated by such forward-looking statements as a result of certain factors detailed in the Company’s filings with the SEC. All subsequent written or oral forward-looking statements attributable to the Company or persons acting on the Company’s behalf are qualified in their entirety by this paragraph. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the “Risk Factors” section of the Company’s registration statement and final prospectus relating to the Company’s initial public offering filed with the SEC and Item 1A. Risk Factors of the Form 10-Q. Copies are available on the SEC’s website at [www.sec.gov](http://www.sec.gov). The Company undertakes no obligation to update such forward-looking statements for revisions or changes after the date of this Current Report on Form 8-K, except as required by applicable law.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated June 1, 2021.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 1, 2021

**ALTIMAR ACQUISITION CORP. II**

By: /s/ Wendy Lai

Name: Wendy Lai

Title: Chief Financial Officer

**Altimar Acquisition Corp. II Receives NYSE Notice Regarding Late Form 10-Q Filing**

NEW YORK, June 1, 2021 /PRNewswire/ — Altimar Acquisition Corp. II (the “*Company*”) announced today that, on May 25, 2021, it received a notice from the New York Stock Exchange (the “*NYSE*”) that the Company was not in compliance with the continued listing requirements under the timely filing criteria established in Section 802.01E of the NYSE Listed Company Manual as a result of the Company’s failure to timely file its Quarterly Report on Form 10-Q for the period ended March 31, 2021 (the “*Form 10-Q*”) with the Securities and Exchange Commission (the “*SEC*”) on or prior to the due date thereof or by the extended filing due date provided by Rule 12b-25 promulgated under the Securities Exchange Act of 1934, as amended. The NYSE informed the Company that, under the NYSE’s rules, the Company has six months from the filing due date to file the Form 10-Q with the SEC.

As the Company reported in its Form 12b-25 filed with the SEC on May 18, 2021, the Company experienced delays in the preparation and review of its unaudited condensed financial statements for the period ended March 31, 2021 as a result of the changes to the accounting treatment of the Company’s public warrants and private placement warrants issued in connection with the Company’s initial public offering.

The Company has filed the Form 10-Q with the SEC on June 1, 2021 and is expected to regain compliance with the NYSE’s continued listing requirements.

**About Altimar Acquisition Corp. II**

The Company is sponsored by Altimar Sponsor II, LLC, an affiliate of HPS Investment Partners, LLC, and is led by Tom Wasserman as the Chief Executive Officer and chair of the board of directors. The Company is a newly organized blank check company incorporated as a Cayman Islands exempted company for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or business combination with one or more businesses or entities.

**Cautionary Note Concerning Forward-Looking Statements**

This press release includes, and oral statements made from time to time by representatives of the Company may 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. Such forward-looking statements are intended to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. Statements regarding the Company’s current expectations and intentions with respect to the filing of the Form 10-Q and related matters as well as all other statements other than statements of historical fact included in this press release are forward-looking statements. When used in this press release, words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “would” and similar expressions identify forward-looking statements. Such forward-looking statements are based on the beliefs of the Company’s management, as well as assumptions made by, and information currently available to, the Company’s management. Actual results could differ materially from

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those contemplated by such forward-looking statements as a result of certain factors detailed in the Company's filings with the SEC. All subsequent written or oral forward-looking statements attributable to the Company or persons acting on the Company's behalf are qualified in their entirety by this paragraph. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the "Risk Factors" section of the Company's registration statement and final prospectus relating to the Company's initial public offering filed with the SEC and Item 1A. Risk Factors of the Form 10-Q. Copies are available on the SEC's website at [www.sec.gov](http://www.sec.gov). The Company undertakes no obligation to update such forward-looking statements for revisions or changes after the date of this press release, except as required by applicable law.

**Contact:**

**Altimar Acquisition Corp. II**

[info@altimarspac.com](mailto:info@altimarspac.com)

**HPS Investment Partners, LLC**

Prosek Partners

Mike Geller / Josh Clarkson

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