
U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

GSR II Meteora Acquisition Corp.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation
or Organization)

87-3203989
(I.R.S. Employer
Identification No.)

**840 Park Drive East,
Boca Raton, Florida 33432**
(Address of Principal Executive Offices)

33432
(Zip Code)

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

Title of Each Class to be Registered	Name of Each Exchange on Which Each Class is to be Registered
Units, each consisting of one share of Class A common stock, one-sixteenth of one right and one redeemable warrant	The Nasdaq Stock Market LLC
Class A common stock, par value \$0.0001 per share	The Nasdaq Stock Market LLC
Rights, each whole right entitling the holder to receive one share of Class A common stock	The Nasdaq Stock Market LLC
Warrants, each warrant exercisable for one share of Class A common stock at an exercise price of \$11.50	The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), please check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement file number to which this form relates: 333-261965
(If applicable)

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

N/A
(Title of Class)

Item 1. Description of Registrant’s Securities to be Registered.

The securities to be registered hereby are the units, Class A common stock, rights entitling holders to receive shares of Class A common stock, warrants to purchase shares of Class A common stock and rights to receive shares of Class A common stock of GSR II Meteora Acquisition Corp. (the “**Company**”). The description of the units, Class A common stock, rights and warrants contained in the section entitled “Description of Securities” in the prospectus included in the Company’s Registration Statement on Form S-1 (File No. 333-261965) initially filed with the U.S. Securities and Exchange Commission on December 30, 2021, as amended from time to time (the “**Registration Statement**”), to which this Form 8-A relates, is incorporated herein by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that is subsequently filed is also incorporated by reference herein.

Item 2. Exhibits.

Pursuant to the instructions for Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on the Nasdaq Stock Market LLC, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Very truly yours,

GSR II METEORA ACQUISITION CORP.

By: /s/ Gus Garcia

Gus Garcia

Co-Chief Executive Officer

Dated: February 22, 2022