SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|--|---------------|---|----------------------------|--|---|-------------------------------|---|---|---|-------------------------------|--|--|
| 1. Name and Address of Reporting Person* Sartori Juan | | | 2. Date of Event Requiring Statement (Month/Day/Year) 10/17/2019 | | | 3. Issuer Name and Ticker or Trading Symbol <u>Union Acquisition Corp. II</u> [LATNU] | | | | | | | |
| C/O UNION ACQ | (First) (Middle) UNION ACQUISITION CORP. II | | | | 4. Relationship of Reporting Per (Check all applicable) X Director | | con(s) to Issuer 10% Owner | | 5. If Amendment, Date of Original Filed (Month/Day/Year) | | | | |
| 509 MADISON A | | | | Officer (give title below) | | Other (specify below) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| (Street) NEW YORK NY | 7 | 10022 | | | | , | | | | X | Form filed b | y One Reporting Person y More than One erson | |
| (City) (Sta | ate) | (Zip) | | | | | | | | | | | |
| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 4) | | | | | | nt of Securities ally Owned (Instr. | 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | | 4. Nature of Indirect Beneficial Ownership (Instr. 5) | | | |
| Ordinary Shares | | | | | | 2,368,125(1) | | | | By Union Group International Holdings Limited ⁽²⁾ | | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 4) | | | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | | 3. Title and Amount of Securiti Underlying Derivative Security | | y (Instr. 4) Cor or E | | ersion ercise of Direct (D) | | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | |
| | | | Date Exercisable | Expirati Date | ion Title | | | Amount or Number of Shares | Price o Deriva Securi | tive | or Indirect (I) (Instr. 5) | | |
| Warrant ⁽³⁾ | | | (4) | (5) | | Ordinary Shares | | 2,875,000 | 11. | .5 | I | By Union Group International Holdings Limited ⁽²⁾ | |
| 1. Name and Address of Reporting Person* Sartori Juan | | | | | | | | | | | | | |
| (Last)(First)(Middle)C/O UNION ACQUISITION CORP. II509 MADISON AVE, 9TH FLOOR | | | | | | | | | | | | | |
| (Street) NEW YORK NY 10022 | | | | | | | | | | | | | |
| (City) | (State) | (State) (Zip) | | | | | | | | | | | |
| 1. Name and Address of Reporting Person [*] <u>Union Group International Holdings Ltd</u> | | | | | | | | | | | | | |
| (Last) (First) (Middle) PLAZA INDEPENDNCIA 737, 5TH FLOOR | | | | | | | | | | | | | |
| (Street) MONTEVIDEO X3 11000 | | | 0 | | | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | |

Explanation of Responses:

1. Includes up to 328,125 ordinary shares that may be forfeited if the underwriters in the Issuer's initial public offering do not exercise the overallotment option in full.

2. The shares are owned directly by Union Group International Holdings Ltd, a ten percent owner of the issuer, and indirectly by its Chairman Juan Sartori, non-executive Chairman of the Board of the issuer. Mr. Sartori disclaims beneficial ownership of the securities held by Union Group International Holdings Inc. except to the extent of his pecuniary interest therein.

3. Includes Warrants which, prior to the effective date of the registration statement relating to the Issuer's initial public offering, Union Group International Holdings Ltd. irrevocably committed to purchase. Does not include up to 262,500 additional Warrants which Union Group International Holdings Ltd. irrevocably committed to purchase in the event the underwriters in the Issuer's initial public offering exercise the overallotment option in full.

4. Each Warrant will become exercisable on the later of the completion of an initial business combination and October 17, 2020.

5. Each Warrant will expire five years after the completion of an initial business combination.

| <u>/s/ Juan Sartori</u> | <u>10/17/2019</u> |
|--------------------------------------|-------------------|
| <u>/s/ Juan Sartori, Chairman of</u> | |
| Union Group International | <u>10/17/2019</u> |
| <u>Holdings Ltd.</u> | |
| ** Signature of Reporting Person | Date |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.