

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

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

Commission File Number: **001-39875**

(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**

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- 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: \_\_\_\_\_

**PART I — REGISTRANT INFORMATION**

**Global Partner Acquisition Corp II**

(Full Name of Registrant)

\_\_\_\_\_  
(Former Name if Applicable)

**7 Rye Ridge Plaza, Suite 350**  
Address of Principal Executive Office

**Rye Brook, NY 10573**  
City, State and Zip Code

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**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. (Attach extra Sheets if Needed)

Global Partner Acquisition Corp II (the “Company”) has determined that it is unable, without unreasonable effort or expense, to file its Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2021 (the “Q1 2021 Form 10-Q”) by the prescribed due date, for the reasons described below.

On April 12, 2021, the staff of the U.S. Securities and Exchange Commission issued the “Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies (“SPACs”)” (the “Staff Statement”), which offered guidance for SPACs as to the appropriate methods for accounting for warrants. Following review of the Staff Statement, the Company determined that its public and private placement warrants, issued on January 14, 2021, should be accounted for as a liability measured at fair value, with non-cash fair value adjustments being recorded against earnings in subsequent applicable reporting periods.

The Company, in consultation with its advisors, is continuing to finalize its Q1 2021 Form 10-Q financial statements to reflect the treatment of its public and private placement warrants as a liability measured at fair value. The Company is working diligently to complete its Q1 2021 Form 10-Q as soon as possible, and expects to file such report on or before the fifth calendar day following the prescribed due date (or, if such a date is not an EDGAR filing date, then the first EDGAR filing date thereafter).

**PART IV — OTHER INFORMATION**

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

<u>Paul J. Zepf</u>	<u>(917)</u>	<u>793-1965</u>
(Name)	(Area Code)	(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.

**Global Partner 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 18, 2021

By: /s/ David Apseloff  
David Apseloff  
Chief Financial Officer