

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

FORM 12b-25

NOTIFICATION OF LATE FILING

Commission File Number: **001-39758**

(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**

- 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

PROPTECH INVESTMENT CORPORATION II

(Full Name of Registrant)

(Former Name if Applicable)

3415 N. Pines Way, Suite 204
Address of Principal Executive Office

Wilson, WY 83014
City, State and Zip Code

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)

PropTech Investment Corporation II (the "Company") has determined that it is unable to file, without unreasonable effort and expense, its Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 (the "Form 10-Q") by the prescribed due date as a result of the potential restatement of the Company's consolidated financial statements and other financial information for the year ended December 31, 2020 (the "Non-Reliance Period").

The Company is considering the views expressed by the staff of the Securities and Exchange Commission (the "SEC Staff") in a statement entitled "Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies" dated April 12, 2021 (the "SEC Staff Statement") in which the SEC Staff highlighted the potential accounting implication of certain terms that are common in warrants issued in connection with the initial public offerings of special purpose acquisition companies such as the Company. The Company is assessing whether it needs to restate its financial statements for the Non-Reliance Period in light of the SEC Staff Statement. The Company is working diligently to complete the necessary work in connection with a determination with respect to a restatement. The Company's financial statements for the three months ended March 31, 2021 cannot be finalized until the assessment with respect to the financial statements for the Non-Reliance Period is completed, after which time the Company intends to file the Form 10-Q. The Company expects to file the Form 10-Q within five calendar days of the prescribed due date.

PART IV — OTHER INFORMATION

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

M. Joseph Beck

(Name)

(310)

(Area Code)

954-9665

(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.

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PROPTECH INVESTMENT CORPORATION 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 14, 2021

By: /s/ M. Joseph Beck

M. Joseph Beck
Chief Financial Officer

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