

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): **July 12, 2023**

INFLECTION POINT ACQUISITION CORP. II

(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction
of incorporation)

001-41711

(Commission File Number)

N/A

(IRS Employer
Identification No.)

**167 Madison Avenue Suite 205 #1017
New York, New York 10016**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(212) 476-6908**

Not Applicable

(Former name or former address, if changed since last report)

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-half of one redeemable warrant	IPXXU	The Nasdaq Stock Market LLC
Class A ordinary shares, par value \$0.0001 par value	IPXX	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50 per share	IPXXW	The Nasdaq Stock Market LLC

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 communications 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))

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.

Item 8.01. Other Events.

On July 12, 2023, Inflection Point Acquisition Corp. II (the “Company”) issued a press release, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K, announcing that the holders of the Company’s units (the “Units”) may elect to separately trade the Class A ordinary shares, par value \$0.0001 per share (the “Class A Ordinary Shares”), and warrants (the “Warrants”) included in the Units commencing on or about July 17, 2023. Each Unit consists of one Class A Ordinary Share and one-half of one redeemable Warrant to purchase one Class A Ordinary Share. Any Units not separated will continue to trade on The Nasdaq Global Market under the symbol “IPXXU”, and the Class A Ordinary Shares and Warrants will separately trade on The Nasdaq Global Market under the symbols “IPXX” and “IPXXW”, respectively. No fractional Warrants will be issued upon separation of the Units and only whole Warrants will trade. Holders of Units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company’s transfer agent, in order to separate the Units into Class A Ordinary Shares and Warrants.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, dated July 12, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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

INFLECTION POINT ACQUISITION CORP. II

By: /s/ Michael Blitzer

Name: Michael Blitzer

Title: Chairman and Chief Executive Officer

Dated: July 12, 2023

**Inflection Point Acquisition Corp. II Announces the Separate Trading of its Class A
Ordinary Shares and Warrants, Commencing on or about July 17, 2023**

NEW YORK, July 12, 2023 (GLOBE NEWSWIRE) -- Inflection Point Acquisition Corp. II (Nasdaq: IPXXU) (the “Company”) announced that holders of the units sold in the Company’s initial public offering of 25,000,000 units, which includes 3,000,000 units issued pursuant to the exercise by the underwriters of their overallotment option, completed on May 30, 2023 (the “Offering”) may elect to separately trade the Class A ordinary shares and warrants included in the units commencing on or about July 17, 2023. Any units not separated will continue to trade on The Nasdaq Global Market under the symbol “IPXXU”, and each of the Class A ordinary shares and warrants will separately trade on The Nasdaq Global Market under the symbols “IPXX” and “IPXXW,” respectively. No fractional warrants will be issued upon separation of the units and only whole warrants will trade. Holders of units will need to have their brokers contact Continental Stock Transfer & Trust Company, the Company’s transfer agent, in order to separate the units into Class A ordinary shares and warrants.

The Company intends to pursue a business combination with a North American or European business in disruptive growth sectors, which complements the expertise of its management team, but may pursue an initial business combination in any industry, sector or geographic region. The company is led by Chairman and Chief Executive Officer Michael Blitzer, Chief Financial Officer Peter Ondishin and Directors Nicholas Shekerdeman, Elliot Richmond, Paula Sutter, Erica Dorfman and Samuel Sayegh.

A registration statement relating to the securities was declared effective on May 24, 2023 in accordance with Section 8(a) of the Securities Act of 1933, as amended. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Cautionary Note Concerning Forward-Looking Statements

This press release contains statements that constitute “forward-looking statements,” including with respect to the Company’s search for an initial business combination. 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 for the initial public offering filed with the SEC. Copies are available on the SEC’s website, www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

About Inflection Point Acquisition Corp. II

Inflection Point Acquisition Corp. II’s acquisition and value creation strategy is to identify, partner with and help grow North American and European businesses in disruptive growth sectors, which complements the expertise of its management team.

Contact

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