



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

DIVISION OF  
CORPORATION FINANCE

November 21, 2022

Benjamin Vedrenne-Cloquet  
Chief Executive Officer  
EdtechX Holdings Acquisition Corp. II  
c/o IBIS Capital Limited  
22 Soho Square  
London, W1D 4NS  
United Kingdom

**Re: EdtechX Holdings Acquisition Corp. II**  
**Preliminary Proxy Statement on Schedule 14A**  
**Filed November 1, 2022**  
**File No. 001-39792**

Dear Benjamin Vedrenne-Cloquet:

We have completed our review of your filing. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

Division of Corporation Finance  
Office of Real Estate & Construction

cc: Jeffrey M. Gallant, Esq.