

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

December 7, 2022

Jonathan Ledecky Chief Operating Officer Northern Star Investment Corp. II 405 Lexington Avenue, 44th Floor New York, NY 10174

> Re: Northern Star Investment Corp. II Preliminary Proxy Materials Filed November 22, 2022 File No. 001-39929

Dear Jonathan Ledecky:

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 Finance

cc: Jeffrey M. Gallant