



DIVISION OF  
CORPORATION FINANCE

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

October 21, 2024

Peter Yu  
Chief Executive Officer  
Cartesian Growth Corporation II  
505 Fifth Avenue, 15th Floor  
New York, NY 10017

**Re: Cartesian Growth Corporation II**  
**Preliminary Proxy Statement on Schedule 14A**  
**Filed October 9, 2024**  
**File No. 001-41378**

Dear Peter Yu:

We have reviewed your filing and have the following comments.

Please respond to this letter within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe a comment applies to your facts and circumstances, please tell us why in your response.

After reviewing your response and any amendment you may file in response to this letter, we may have additional comments.

Preliminary Proxy Statement on Schedule 14A filed October 9, 2024

Risk Factors

If we fail to consummate our initial Business Combination by May 5, 2025....., page 12

1. We note your disclosure on page 13 that as of October 7, 2024, the proposed Nasdaq rules became operative, so that a SPAC's securities will be immediately suspended from trading through the pendency of the hearing panel's review. However, your disclosure on page 12 indicates that a request for review will stay the delisting. Please revise to state that your securities will face immediate suspension and delisting action once you receive a delisting determination letter from Nasdaq after the 36-month window ends on May 5, 2025. Where you disclose the consequences of any such suspension or delisting, also describe the impact on securities holders due to your securities no longer being considered "covered securities."

October 21, 2024

Page 2

General

2. We note your disclosure that the NTA Requirement Amendment Proposal would “eliminate from the Charter the Redemption Limitation and the requirement that the Company shall not consummate an initial business combination unless the Redemption Limitation is not exceeded” and “[t]he NTA Rule is one of several exclusions from the ‘penny stock’ rules of the SEC, and the Company believes that it can rely on another exclusion, Rule 3a51-1(a)(2) under the Exchange Act (the “National Exchange Rule”), due to its being listed on Nasdaq.” Please revise to reconcile this disclosure with your revised delisting disclosure.

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.

Please contact Ronald (Ron) E. Alper at 202-551-3329 or Brigitte Lippmann at 202-551-3713 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Real Estate & Construction

cc: Thomas R. Martin