

Eun Ah Choi
Senior Vice President
Global Head of Regulatory Operations

January 28, 2025

Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on January 28, 2025, The Nasdaq Stock Market LLC (the "Exchange") received from FG MERGER II CORP. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Units, each consisting of one shares of common stock, \$0.0001 par value per share, and one right
Common stock, \$0.0001 par value per share
Rights to receive one-tenth (1/10) of a share of common stock upon the consummation of an initial business
combination

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

