



DIVISION OF  
CORPORATION FINANCE

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

May 12, 2025

Christopher Hemmeter  
Chief Executive Officer  
Thayer Ventures Acquisition Corp II  
25852 McBean Parkway  
Suite 508  
Valencia, CA 91355

**Re: Thayer Ventures Acquisition Corp II**  
**Amendment No. 3 to Registration Statement on Form S-1**  
**Filed May 9, 2025**  
**File No. 333-285830**

Dear Christopher Hemmeter:

We have reviewed your amended registration statement and have the following comments.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe a comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to this letter, we may have additional comments.

Amendment No. 3 to Registration Statement on Form S-1

General

1. We note that you have revised your disclosure of the amount to be reimbursed by the underwriters. Please reconcile the \$2,000,000 reimbursement amount with the reference to 2.0% of the aggregate gross proceeds of the Offering, less \$1,625,000 in clause 3.9 of Exhibit 1.1. Clarify how you determined such amounts both without the over-allotment option and including the exercise of such option.

Dilution, page 92

2. We refer you to the presentation of NTBV redemption scenario disclosures on page 93. There appear to be presentation errors within your table of information. For example, within your numerator amounts, the redemption amounts in the 100% of

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maximum redemption column appear to be missing brackets and the deferred underwriting commission for the full over allotment amount within the 100% of maximum redemption column appears to be inconsistent with the other scenarios. In addition, it appears the row of amounts for total in your numerator calculation does not equal to the actual totals computed with the amounts shown. Please clarify and/or revise accordingly to ensure the information presented is accurate and consistent with disclosures throughout your filing.

Please contact Babette Cooper at 202-551-3396 or Wilson Lee at 202-551-3468 if you have questions regarding comments on the financial statements and related matters. Please contact Stacie Gorman at 202-551-3585 or Ruairi Regan at 202-551-3269 with any other questions.

Sincerely,

Division of Corporation Finance  
Office of Real Estate & Construction

cc: John T. McKenna, Esq.