

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

January 6, 2022

Mohsin Y. Meghji Chairman and Chief Executive Officer M3-Brigade Acquisition II Corp. 1700 Broadway, 19th Floor New York, NY 10019

Re: M3-Brigade Acquisition II Corp.
Preliminary Proxy Statement on Schedule 14A
Filed September 27, 2021
File No. 001-40162

Dear Mr. Meghji:

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 Technology

cc: John L. Robinson, Esq.