

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**Amendment No. 3**  
to  
**FORM S-1**  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

**Social Capital Hedosophia Holdings Corp. II**  
(Exact name of registrant as specified in its charter)

**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)

**6770**  
(Primary Standard Industrial  
Classification Code Number)

**98-1515020**  
(I.R.S. Employer  
Identification Number)

**317 University Ave, Suite 200**  
**Palo Alto, CA 94301**  
**Telephone: (650) 521-9007**  
(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

**Chamath Palihapitiya**  
**Chief Executive Officer**  
**c/o Social Capital Hedosophia Holdings Corp. II**  
**317 University Ave, Suite 200**  
**Palo Alto, CA 94301**  
**Telephone: (650) 521-9007**  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

**Copies to:**

**Howard L. Ellin, Esq.**  
**Gregg A. Noel, Esq.**  
**Skadden, Arps, Slate, Meagher & Flom LLP**  
**525 University Avenue, Suite 1400**  
**Palo Alto, California 94301**  
**(650) 470-4500**

**Harald Halbhuber, Esq.**  
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**Shearman & Sterling LLP**  
**599 Lexington Avenue**  
**New York, New York 10022**  
**(212) 848 4000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Security Being Registered	Amount Being Registered	Proposed Maximum Offering Price per Security <sup>(1)</sup>	Proposed Maximum Aggregate Offering Price <sup>(1)</sup>	Amount of Registration Fee
Units, each consisting of one Class A ordinary share, \$0.0001 par value per share, and one-third of one redeemable warrant <sup>(2)</sup>	34,500,000	\$ 10.00	\$ 345,000,000	\$ 44,781
Class A ordinary shares included as part of the units <sup>(3)</sup>	34,500,000	—	—	— <sup>(4)</sup>
Redeemable warrants included as part of the units <sup>(3)</sup>	11,500,000	—	—	— <sup>(4)</sup>
<b>Total</b>			<b>\$ 345,000,000</b>	<b>\$ 44,781<sup>(5)</sup></b>

(1) Estimated solely for the purpose of calculating the registration fee.

(2) Includes 4,500,000 units, consisting of 4,500,000 Class A ordinary shares and 1,500,000 warrants, which may be issued upon exercise of a 45-day option granted to the underwriters to cover over-allotments, if any.

(3) Pursuant to Rule 416, there are also being registered an indeterminate number of additional securities as may be issued to prevent dilution resulting from share splits, share dividends or similar transactions.

(4) No fee pursuant to Rule 457(g).

(5) The filing fee has been previously paid.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

#### **EXPLANATORY NOTE**

As a result of Marcum LLP's consent related to the Registration Statement on Form S-1 (No. 333-236774) (the "Registration Statement") of Social Capital Hedosophia Holdings Corp. II (the "Company") being included in a filing that is more than 30 days old, the Company is filing this Amendment No. 3 to the Registration Statement (this "Amendment"). Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 16(a) of Part II of the Registration Statement, the signature page to the Registration Statement and the filed exhibits. The remainder of the Registration Statement is unchanged and has therefore been omitted.

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## PART II INFORMATION NOT REQUIRED IN PROSPECTUS

### Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.* The following exhibits are being filed herewith:

<u>Exhibit</u>	<u>Description</u>
<a href="#"><u>1.1*</u></a>	<a href="#"><u>Form of Underwriting Agreement</u></a>
<a href="#"><u>3.1*</u></a>	<a href="#"><u>Memorandum and Articles of Association</u></a>
<a href="#"><u>3.2*</u></a>	<a href="#"><u>Form of Amended and Restated Memorandum and Articles of Association</u></a>
<a href="#"><u>4.1*</u></a>	<a href="#"><u>Specimen Unit Certificate</u></a>
<a href="#"><u>4.2*</u></a>	<a href="#"><u>Specimen Class A Ordinary Share Certificate</u></a>
<a href="#"><u>4.3*</u></a>	<a href="#"><u>Specimen Warrant Certificate (included in Exhibit 4.4)</u></a>
<a href="#"><u>4.4*</u></a>	<a href="#"><u>Form of Warrant Agreement between Continental Stock Transfer &amp; Trust Company and the Registrant</u></a>
<a href="#"><u>5.1*</u></a>	<a href="#"><u>Opinion of Maples and Calder</u></a>
<a href="#"><u>5.2*</u></a>	<a href="#"><u>Opinion of Skadden, Arps, Slate, Meagher &amp; Flom LLP</u></a>
<a href="#"><u>10.1*</u></a>	<a href="#"><u>Promissory Note, dated January 21, 2020, issued to SCH Sponsor II LLC (f/k/a SCH Sponsor Corp. II)</u></a>
<a href="#"><u>10.2*</u></a>	<a href="#"><u>Form of Letter Agreement among the Registrant and its directors and officers and SCH Sponsor II LLC</u></a>
<a href="#"><u>10.3*</u></a>	<a href="#"><u>Form of Investment Management Trust Agreement between Continental Stock Transfer &amp; Trust Company and the Registrant</u></a>
<a href="#"><u>10.4*</u></a>	<a href="#"><u>Form of Registration Rights Agreement between the Registrant and certain security holders</u></a>
<a href="#"><u>10.5*</u></a>	<a href="#"><u>Securities Subscription Agreement, dated January 21, 2020, between the Registrant and SCH Sponsor II LLC (f/k/a SCH Sponsor Corp. II)</u></a>
<a href="#"><u>10.6*</u></a>	<a href="#"><u>Form of Sponsor Warrants Purchase Agreement between the Registrant and SCH Sponsor II LLC</u></a>
<a href="#"><u>10.7*</u></a>	<a href="#"><u>Form of Indemnity Agreement</u></a>
<a href="#"><u>10.8*</u></a>	<a href="#"><u>Form of Administrative Services Agreement, by and between the Registrant and an affiliate of the Registrant</u></a>
<a href="#"><u>14*</u></a>	<a href="#"><u>Form of Code of Ethics and Business Conduct</u></a>
<a href="#"><u>23.1**</u></a>	<a href="#"><u>Consent of Marcum LLP</u></a>
<a href="#"><u>23.2*</u></a>	<a href="#"><u>Consent of Maples and Calder (included in Exhibit 5.1)</u></a>
<a href="#"><u>23.3*</u></a>	<a href="#"><u>Consent of Skadden, Arps, Slate, Meagher &amp; Flom LLP (included in Exhibit 5.2)</u></a>
<a href="#"><u>24*</u></a>	<a href="#"><u>Power of Attorney (included on signature page to the initial filing of this Registration Statement)</u></a>
<a href="#"><u>99.1*</u></a>	<a href="#"><u>Consent of Adam Bain</u></a>
<a href="#"><u>99.2*</u></a>	<a href="#"><u>Consent of David Spillane</u></a>
<a href="#"><u>99.3*</u></a>	<a href="#"><u>Consent of Cipora Herman</u></a>

\* Previously filed.

\*\* Filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Palo Alto, State of California, on the 20<sup>th</sup> day of April, 2020.

### SOCIAL CAPITAL HEDOSOPHIA HOLDINGS CORP. II

By: /s/ Steven Trieu

\_\_\_\_\_  
Name: Steven Trieu  
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>*</u> Chamath Palihapitiya	Chief Executive Officer and Chairman of the board of directors (Principal Executive Officer)	April 20, 2020
<u>/s/ Steven Trieu</u> Steven Trieu	Chief Financial Officer (Principal Financial and Accounting Officer)	April 20, 2020
<u>*</u> Ian Osborne	President and Director	April 20, 2020

\*By: /s/ Steven Trieu  
\_\_\_\_\_  
Steven Trieu  
*Attorney-in-Fact*

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the inclusion in this Registration Statement of Social Capital Hedosophia Holdings Corp. II on Amendment No. 3 to Form S-1, File No. 333-236774 of our report dated January 31, 2020, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audit of the financial statements of Social Capital Hedosophia Holdings Corp. II as of December 31, 2019 and for the period from October 18, 2019 (inception) through December 31, 2019, which report appears in the Prospectus, which is part of this Registration Statement. We also consent to the reference to our Firm under the heading "Experts" in such Prospectus.

/s/ Marcum LLP

Marcum LLP  
New York, NY  
April 20, 2020

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