

March 3, 2021

John F. Erhard  
Chief Executive Officer  
ArcLight Clean Transition Corp. II  
200 Clarendon Street, 55th Floor  
Boston, Massachusetts 02116

Transition Corp. II  
Statement on Form S-1  
2021

Re: ArcLight Clean  
Registration  
Filed February 4,  
File No. 333-252730

Dear Mr. Erhard :

We have reviewed your registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply 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 these comments, we may have additional comments.

Registration Statement on Form S-1 filed February 4, 2021

General

1. We note that the calculation of registration fee table includes the Class A ordinary shares underlying redeemable warrants included in the units. However, the risk factor on page 49 indicates you are not registering the Class A ordinary shares issuable upon exercise of the warrants. Please reconcile or advise.  
Risk Factors, page 35

2. Given the length of this section, please revise to comply with Item 105 of Regulation S-K so that the risk factors are organized logically with relevant headings.

John F. Erhard  
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Capitalization, page 81

3. Please revise the amount disclosed for As Adjusted Class A ordinary shares subject to possible redemption to reflect the dollar value of the shares rather than the number of shares outstanding.

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.

Refer to Rules 460 and 461 regarding requests for acceleration. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

You may contact Babette Cooper at 202-551-3396 or Kristina Marrone at 202-551-3429 if you have questions regarding comments on the financial statements and related matters. Please contact Ronald (Ron) E. Alper at 202-551-3329 or Maryse Mills-Apenteng at 202-551-3457 with any other questions.

Sincerely,

Division of

Office of Real

Corporation Finance

Estate & Construction  
cc: James S. Rowe