

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

**FORM 10-Q**

(MARK ONE)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the period ended September 30, 2013

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-35898

**CAPITOL ACQUISITION CORP. II**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**27-4749725**

(I.R.S. Employer  
Identification No.)

**509 7th Street, N.W., Washington, D.C. 20004**

(Address of principal executive offices)

**202-654-7060**

(Issuer's telephone number)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company   
(Do not check if smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of November 12, 2013, 25,000,000 shares of common stock, par value \$0.0001 per share were issued and outstanding.

**CAPITOL ACQUISITION CORP. II**

**FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2013**

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**PART I – FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

**Capitol Acquisition Corp. II  
(a development stage company)**

**Condensed Balance Sheets**

	<u>September 30,</u> <u>2013</u>	<u>December 31,</u> <u>2012</u>
	(Unaudited)	
<b>ASSETS</b>		
Current assets		
Cash	\$ 542,190	\$ 2,577
Cash and cash equivalents held in trust account, interest income available for working capital and taxes	23,070	-
Accrued interest receivable	2,000	-
Prepaid expenses and other current assets	79,625	-
Due from affiliate	5,216	-
Total current assets	<u>652,101</u>	<u>2,577</u>
Cash and cash equivalents held in trust account, restricted	200,000,000	-
Other assets	13,400	-
Deferred offering costs	-	165,198
Total assets	<u>\$ 200,665,501</u>	<u>\$ 167,775</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities		
Accounts payable and accrued expenses	\$ 185,477	\$ 20
Deferred rent	1,340	-
Note payable to related party	-	150,000
Total current liabilities	<u>186,817</u>	<u>150,020</u>
Commitments and contingencies		
Common stock, subject to possible redemption, 18,798,215 shares at redemption value	<u>187,982,148</u>	-
Stockholders' equity		
Preferred stock, \$0.0001 per share, 1,000,000 shares authorized, none issued or outstanding	-	-
Common stock, \$0.0001 par value, 200,000,000 shares authorized; 25,000,000 shares issued and outstanding at September 30, 2013; 5,175,000 shares issued and outstanding at December 31, 2012(1)(2)	620	517
Additional paid-in capital	12,975,932	24,483
Deficit accumulated during development stage	(480,016)	(7,245)
Total stockholders' equity	<u>12,496,536</u>	<u>17,755</u>
Total liabilities and stockholders' equity	<u>\$ 200,665,501</u>	<u>\$ 167,775</u>

- (1) Share amounts have been retroactively restated to reflect the contribution to the Company of 105,184 shares by the Company's Sponsor on March 25, 2013 and a stock dividend of 0.2 shares for each outstanding share of common stock on May 9, 2013 (see Note 7)
- (2) Share amounts include 1,125,000 shares that are subject to forfeiture if the last sales prices of the Company's stock does not equal or exceed \$13.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period within four years following the closing of the Company's initial business combination. The number of shares at December 31, 2012 includes an aggregate of 675,000 shares that were subject to forfeiture if the over-allotment option was not exercised by the underwriters. The over-allotment option was partially exercised by the underwriters.

The accompanying notes are an integral part of these financial statements

**Capitol Acquisition Corp. II**  
(a development stage company)

**Condensed Statements of Operations**  
(unaudited)

	<u>For the three months ended September 30, 2013</u>	<u>For the three months ended September 30, 2012</u>	<u>For the nine months ended September 30, 2013</u>	<u>For the nine months ended September 30, 2012</u>	<u>For the period from August 9, 2010 (inception) through September 30, 2013</u>
Revenue	\$ -	\$ -	\$ -	\$ -	\$ -
Formation and operating costs	291,762	1,701	497,841	2,269	505,086
Loss from operations	(291,762)	(1,701)	(497,841)	(2,269)	(505,086)
Interest income	19,017	-	25,070	-	25,070
Net loss	<u>\$ (272,745)</u>	<u>\$ (1,701)</u>	<u>\$ (472,771)</u>	<u>\$ (2,269)</u>	<u>\$ (480,016)</u>
Weighted average number of common shares outstanding, basic and diluted <sup>(1)(2)</sup>	<u>6,201,785</u>	<u>5,175,000</u>	<u>5,697,795</u>	<u>5,175,000</u>	
Basic and diluted net loss per share	<u>\$ (0.04)</u>	<u>\$ -</u>	<u>\$ (0.08)</u>	<u>\$ -</u>	

- (1) Share amounts have been retroactively restated to reflect the contribution to the Company of 105,184 shares by the Company's Sponsor on March 25, 2013 and a stock dividend of 0.2 shares for each outstanding share of common stock on May 9, 2013 (see Note 7)
- (2) Share amounts include 1,125,000 shares that are subject to forfeiture if the last sales prices of the Company's stock does not equal or exceed \$13.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period within four years following the closing of the Company's initial business combination. The number of shares at December 31, 2012 includes an aggregate of 675,000 shares that were subject to forfeiture if the over-allotment option was not exercised by the underwriters. The over-allotment option was partially exercised by the underwriters.

The accompanying notes are an integral part of these condensed financial statements.

**Capitol Acquisition Corp. II**  
(a development stage company)

**Condensed Statement of Changes in Stockholders' Equity**  
For the period from August 9, 2010 (Inception) through September 30, 2013

	<u>Common Stock</u>		<u>Additional paid –in capital</u>	<u>Deficit accumulated during development stage</u>	<u>Total stockholders' equity</u>
	<u>Shares</u>	<u>Amount</u>			
Balance, August 9, 2010 (inception)	-	\$ -	\$ -	\$ -	\$ -
Common stock issued at approximately \$0.006 per share to initial stockholders on February 3, 2011 <sup>(1)</sup> <sub>(2)</sub>	5,175,000	517	24,483	-	25,000
Net loss for the year ended December 31, 2011	-	-	-	(2,477)	(2,477)
Balance, December 31, 2011	5,175,000	517	24,483	(2,477)	22,523
Net loss for the year ended December 31, 2012	-	-	-	(4,768)	(4,768)
Balance, December 31, 2012	5,175,000	517	24,483	(7,245)	17,755
Sale of 20,000,000 units, net of underwriters' discount and offering expenses (includes 18,798,215 shares subject to possible conversion) on May 15, 2013	20,000,000	2,000	195,331,700	-	195,333,700

The accompanying notes are an integral part of these condensed financial statements.

**Capitol Acquisition Corp. II**  
(a development stage company)

**Condensed Statement of Changes in Stockholders' Equity (Continued)**  
For the period from August 9, 2010 (Inception) through September 30, 2013

	<u>Common Stock</u>		<u>Additional paid –in capital</u>	<u>Deficit accumulated during development stage</u>	<u>Total stockholders' equity</u>
	<u>Shares</u>	<u>Amount</u>			
Forfeiture of initial stockholders' shares pursuant to partial exercise of underwriters' over-allotment	(175,000)	(17)	17	-	-
Proceeds subject to possible conversion of 18,798,215 shares	-	(1,880)	(187,980,268)	-	(187,982,148)
Proceeds from issuance of sponsors' warrants, at \$1 per warrant	-	-	5,600,000	-	5,600,000
Net loss for the nine months ended September 30, 2013 (Unaudited)	-	-	-	(472,771)	(472,771)
Balance, September 30, 2013 (Unaudited)	<u>25,000,000</u>	<u>\$ 620</u>	<u>\$ 12,975,932</u>	<u>\$ (480,016)</u>	<u>\$ 12,496,536</u>

- (1) Share amounts have been retroactively restated to reflect the contribution to the Company of 105,184 shares by the Company's Sponsor on March 25, 2013 and a stock dividend of 0.2 shares for each outstanding share of common stock on May 9, 2013 (see Note 7)
- (2) Share amounts include 1,125,000 shares that are subject to forfeiture if the last sales prices of the Company's stock does not equal or exceed \$13.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period within four years following the closing of the Company's initial business combination. The number of shares at December 31, 2012 includes an aggregate of 675,000 shares that were subject to forfeiture if the over-allotment option was not exercised by the underwriters. The over-allotment option was partially exercised by the underwriters.

The accompanying notes are an integral part of these condensed financial statements.

**Capitol Acquisition Corp. II**  
(a development stage company)

**Condensed Statement of Cash Flows**  
(unaudited)

	<u>For the</u> <u>nine months ended</u> <u>September 30, 2013</u>	<u>For the</u> <u>nine months ended</u> <u>September 30, 2012</u>	<u>For the</u> <u>period from</u> <u>August 9, 2010</u> <u>(inception) through</u> <u>September 30, 2013</u>
Cash Flows from Operating Activities			
Net loss	\$ (472,771)	\$ (2,269)	\$ (480,016)
Adjustments to reconcile net loss to net cash used in operating activities			
Deferred rent	1,340	-	1,340
Changes in operating assets and liabilities:			
Other current assets	-	1,256	-
Prepaid expenses	(79,625)	-	(79,625)
Accrued interest receivable	(2,000)	-	(2,000)
Other asset	(13,400)	-	(13,400)
Accounts payable and accrued expenses	144,457	(856)	144,477
Net cash used in operating activities	<u>(421,999)</u>	<u>(1,869)</u>	<u>(429,224)</u>
Cash Flows from Investing Activities			
Trust Account, restricted	(200,000,000)	-	(200,000,000)
Trust Account, interest income available for working capital and taxes	(23,070)	-	(23,070)
Net cash used in investing activities	<u>(200,023,070)</u>	<u>-</u>	<u>(200,023,070)</u>
Cash Flows from Financing Activities			
Gross proceeds from initial public offering	200,000,000	-	200,000,000
Due from affiliate	(41)	-	(41)
Proceeds from related party	-	-	219,729
Repayment of due to related party	-	-	(219,729)
Proceeds from notes payable, related party	-	-	150,000
Repayment of notes payable, related party	(150,000)	-	(150,000)
Proceeds from issuance of stock to initial stockholders	-	-	25,000
Proceeds from issuance of sponsors' warrants	5,600,000	-	5,600,000
Payment of underwriting discount and offering expenses	(4,465,277)	-	(4,630,475)
Net cash provided by financing activities	<u>200,984,682</u>	<u>-</u>	<u>200,994,484</u>

The accompanying notes are an integral part of these condensed financial statements.

**Capitol Acquisition Corp. II**  
**(a development stage company)**

**Condensed Statement of Cash Flows (Continued)**  
**(unaudited)**

	<b>For the nine months ended September 30, 2013</b>	<b>For the nine months ended September 30, 2012</b>	<b>For the period from August 9, 2010 (inception) through September 30, 2013</b>
Net increase (decrease) in cash	539,613	(1,869)	542,190
Cash at beginning of period	<u>2,577</u>	<u>33,589</u>	<u>-</u>
Cash at end of period	<u>\$ 542,190</u>	<u>\$ 31,720</u>	<u>\$ 542,190</u>

**Supplemental Disclosure of Non-cash Investing and Financing Activities:**

Accrual for offering costs charged to additional paid in capital	<u>\$ 35,825</u>	<u>\$ 17,589</u>	<u>\$ 35,825</u>
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The accompanying notes are an integral part of these condensed financial statements.

**Capitol Acquisition Corp. II**  
**(a development stage company)**

**Notes to Condensed Financial Statements**

***Note 1 — Organization, Plan of Business Operations and Liquidity***

Capitol Acquisition Corp. II (a development stage company) (the “Company”) was incorporated in Delaware on August 9, 2010 as a blank check company whose objective is to acquire, through a merger, share exchange, asset acquisition, stock purchase, plan of arrangement, recapitalization, reorganization or other similar business combination, one or more businesses or entities (a “Business Combination”).

The Company is considered to be a development stage company and as such, the financial statements are prepared in accordance with the Accounting Standards Codification (“ASC”) topic 915 “Development Stage Entities.” The Company is subject to all of the risks associated with development stage companies.

All activity through September 30, 2013 relates to the Company’s formation, initial public offering (“Offering”) and identifying and investigating prospective target businesses with which to consummate a Business Combination. The Company has selected December 31 as its fiscal year-end.

The registration statement for the Offering was declared effective on May 9, 2013. On May 10, 2013, the Company filed a new registration statement to increase the size of the Offering by 20% pursuant to Rule 462(b) under the Securities Act of 1933, as amended. On May 15, 2013, the Company consummated the Offering and received proceeds net of the underwriter’s discount and other offering expenses of \$194,400,000 and simultaneously received \$5,600,000 from the issuance of 5,600,000 warrants (“Sponsors’ Warrants”) in a private placement (the “Private Placement”). The Company’s management has broad discretion with respect to the specific application of the net proceeds of the Offering and the Private Placement, although substantially all of the net proceeds are intended to be applied generally towards consummating a Business Combination successfully. Furthermore, there is no assurance that the Company will be able to affect a Business Combination successfully.

Upon the closing of the Offering, \$200,000,000 (\$10.00 per share sold in the Offering), including the proceeds from the Private Placement, is held in a trust account (the “Trust Account”) and may be invested only in United States government securities having a maturity of 180 days or less, or in money market funds meeting certain conditions under Rule 2a-7 promulgated under the Investment Company Act of 1940, as amended, that solely invests in U.S. government treasury obligations until the earlier of the consummation of a Business Combination or the Company’s redemption of 100% of the outstanding public shares if the Company has not consummated a Business Combination in the required time period.

The Company’s units are listed on the Nasdaq Capital Markets (“Nasdaq”). Pursuant to Nasdaq listing rules, the target business or businesses with which the Company completes a Business Combination must collectively have a fair market value equal to at least 80% of the balance of the funds in the Trust Account (less taxes payable) at the time of the execution of the definitive agreement for its initial Business Combination, although the Company may acquire a target business whose fair value significantly exceeds 80% of the Trust Account balance.

The Company, after signing a definitive agreement for the acquisition of a target business, is required to provide shareholders who acquired shares in the Public Offering (“Public Shareholders”) with the opportunity to redeem their public shares for a pro rata share of the Trust Account by means of conducting redemptions in conjunction with a proxy solicitation pursuant to the proxy rules. Each Public Shareholder will be entitled to receive a full pro rata portion of the amount then in the Trust Account (\$10.00 per share, plus any pro rata interest earned on the funds held in the Trust Account and not previously released by the Company or necessary to pay taxes). The Company will consummate an initial Business Combination only if the Company has net tangible assets of at least \$5 million upon consummation of the Business Combination and a majority of the outstanding public shares voted are voted in favor of the Business Combination.

**Capitol Acquisition Corp. II**  
**(a development stage company)**

**Notes to Condensed Financial Statements**

***Note 1 — Organization, Plan of Business Operations and Liquidity (continued)***

In connection with any stockholder vote required to approve any Business Combination, the Company's sponsor and the other initial stockholders of the Company (collectively, the "Initial Stockholders") have agreed (i) to vote any of their respective shares in favor of the initial Business Combination and (ii) not to convert any of their respective shares. Public stockholders who convert their stock will continue to have the right to exercise any warrants they may hold if the Business Combination is consummated.

The Company has until February 15, 2015 to complete the Business Combination, or May 15, 2015 if the Company has executed a letter of intent, agreement in principal or definitive agreement with respect to a Business Combination prior to February 15, 2015 but has not completed such Business Combination by February 15, 2015.

If the Company is unable to complete a Business Combination within the allotted time, the Company will automatically dissolve and as promptly as practicable liquidate the Trust Account and release only to Public Shareholders a pro rata share of the Trust Account (initially \$10.00 per share), plus any remaining net assets. The Initial Stockholders have agreed to waive the right to participate in any distribution from the Trust Account, but not with respect to any units they acquire in the aftermarket.

Placing funds in the Trust Account may not protect those funds from third party claims against the Company. Although the Company will seek to have all vendors, service providers, prospective target businesses or other entities it engages, execute agreements with the Company waiving any claim of any kind in or to any monies held in the Trust Account, there is no guarantee that such persons will execute such agreements. If the Company is unable to complete a Business Combination and is forced to dissolve and liquidate, the Company's executive officers, by agreement, have agreed that they will be liable under certain circumstances to ensure that the proceeds in the Trust Account are not reduced by the claims of target businesses or vendors or other entities that are owed money by the Company for services rendered, contracted for or products sold to the Company. However, there can be no assurance that it will be able to satisfy those obligations should they arise.

***Note 2 — Significant Accounting Policies***

***Basis of Presentation***

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by GAAP. In the opinion of management, all adjustments (consisting of normal accruals) considered for a fair presentation have been included. The Company has evaluated subsequent events through the issuance of this Form 10-Q. Operating results for the quarter and nine months ended September 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013 or any other period.

***Cash and Cash Equivalents***

The Company considers all short-term investments with an original maturity of three months or less when purchased to be cash equivalents except for the cash held in the Trust Account which due to the restrictions on its use, is treated as a non-current asset.

**Capitol Acquisition Corp. II**  
**(a development stage company)**

**Notes to Condensed Financial Statements**

*Note 2 — Significant Accounting Policies (continued)*

***Income Taxes***

The Company accounts for income taxes under Accounting Standards Codification (“ASC”) 740, “Income Taxes” (“ASC 740”). ASC 740 requires the recognition of deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax loss and tax credit carry forwards. ASC 740 additionally requires a valuation allowance to be established when it is more likely than not that all or a portion of deferred tax assets will not be realized.

ASC 740 also clarifies the accounting for uncertainty in income taxes recognized in an enterprise’s financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. The Company is required to file income tax returns in the United States (federal) jurisdiction. Based on the Company’s evaluation, it has been concluded that there are no significant uncertain tax positions requiring recognition in the Company’s financial statements. The Company believes that its income tax positions and deductions would be sustained on audit and does not anticipate any adjustments that would result in a material change to its financial position.

The Company’s conclusions regarding uncertain tax positions may be subject to review and adjusted at a later date based upon ongoing analyses of tax laws, regulations, and interpretations thereof as well as other factors. Generally, federal and state authorities may examine the tax returns for three years from the date of filing; therefore the years ended December 31, 2012 and 2011 and the period from August 9, 2010 (inception) through December 31, 2010 remain subject to examination as of September 30, 2013. There are currently no ongoing income tax examinations.

The Company’s policy for recording interest and penalties associated with audits is to record such expense as a component of income tax expense. There were no amounts accrued for penalties or interest as of or during the period from August 9, 2010 (inception) through September 30, 2013. Management is currently unaware of any issues under review that could result in significant payments, accruals or material deviations from its position.

***Loss per Share***

Basic loss per share is calculated using the weighted-average number of shares of common stock and diluted loss per share is computed on the basis of the average number of common stock outstanding plus the effect of outstanding warrants using the “treasury stock method.”

Common shares subject to possible conversion of 18,798,215 have been excluded from the calculation of basic and diluted earnings per share since such shares, if converted, only participate in their pro rata shares of the trust earnings.

Diluted loss per common share amounts, assuming dilution, gives the effect to dilutive options, warrants, and other potential common stock outstanding during the period. The Company has not considered the effect of its outstanding warrants in the calculation of diluted loss per shares since they are anti-dilutive.

**Capitol Acquisition Corp. II**  
**(a development stage company)**

**Notes to Condensed Financial Statements**

*Note 2 — Significant Accounting Policies (continued)*

***Fair Value of Financial Instruments:***

The Company's financial instruments are cash, cash held in trusts and accounts payable. The recorded values of cash, cash held in trust and accounts payable approximate their fair values based on their short term maturities.

***Concentration of Credit Risk***

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash accounts in a financial institution, which at times, may exceed the Federal depository insurance coverage. At September 30, 2013, the Company had not experienced losses on these accounts and management believes the Company was not exposed to significant risks on such accounts.

***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

***Recent Accounting Pronouncements***

Management does not believe that any recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements.

***Subsequent Events***

Management of the Company evaluated events that have occurred after the balance sheet date of September 30, 2013 but before the condensed financial statements were issued. Management did not identify any recognized or non-recognized subsequent event that would have required adjustment or disclosure in the financial statements.

***Note 3 — Initial Public Offering and Insider Warrants***

In connection with the Offering, on May 15, 2013, the Company sold 20,000,000 Units at \$10.00 per unit ("Units"), including 2,000,000 units under the underwriters' over-allotment option, generating gross proceeds of \$200,000,000. On May 17, 2013, the underwriters in the Offering indicated to the Company that they would not exercise the remaining portion of the over-allotment option. As a result, on May 20, 2013, the Company's Initial Stockholders forfeited an aggregate of 175,000 shares of Common Stock issued to them prior to the Offering. Each unit consists of one share of the Company's Common Stock, \$0.0001 par value, and one half of one redeemable warrant ("Warrants") to purchase one share of Common Stock. The shares of Common Stock and the Warrants included in the Units traded as a unit from the Offering until July 1, 2013 when separate trading of Common Stock and Warrants began. No fractional Warrants will be issued and only whole Warrants will trade. Holders now have the option to continue to hold Units or separate their Units into the component pieces. Each whole Warrant entitles its holder, upon exercise, to purchase one share of Common Stock for \$11.50 subject to certain adjustments, during the period commencing on the later of thirty days after the completion by the Company of its initial Business Combination or twelve months from the date of the consummation of the Offering and terminating on the five-year anniversary of the completion by the Company of its initial Business Combination or earlier upon redemption or liquidation of the Trust Account. At May 15, 2013 and September 30, 2013, there were 15,600,000 warrants outstanding, which include 5,600,000 Sponsors' Warrants purchased by the Initial Stockholders in the Private Placement and 10,000,000 warrants purchased in connection with the sale of units related to the Offering.

**Capitol Acquisition Corp. II**  
**(a development stage company)**

**Notes to Condensed Financial Statements**

***Note 3 — Initial Public Offering and Insider Warrants (continued)***

The Warrants may be redeemed by the Company, at its option, in whole and not in part, at a price of \$0.01 per warrant at any time the warrants are exercisable, upon a minimum of 30 days' prior written notice of redemption, if, and only if, the last sales price of the Company's shares of common stock equals or exceeds \$24.00 per share (as adjusted for stock splits, stock dividends, reorganizations and recapitalizations) for any 20 trading days within a 30 trading day period ending three business days before the Company sends the redemption notice; and if, and only if, there is a current registration statement in effect with respect to the shares of common stock underlying such warrants.

If the Company calls the warrants for redemption as described above, the Company's management will have the option to require all holders that wish to exercise warrants to do so on a "cashless basis." In such event, each holder would pay the exercise price by surrendering the warrants for that number of shares of common stock equal to the quotient obtained by dividing (x) the product of the number of shares of common stock underlying the warrants, multiplied by the difference between the exercise price of the warrants and the fair market value by (y) the fair market value. The fair market value shall mean the average reported last sale price of the shares of common stock for the 5 trading days ending on the third trading day prior to the date on which the notice of redemption is sent to the holders of warrants.

Simultaneously with the consummation of the Offering, the Company consummated the Private Placement of 5,600,000 Sponsors' Warrants at a price of \$1.00 per warrant, generating total proceeds of \$5,600,000. The Sponsors' Warrants are identical to the Warrants included in the Units sold in the Offering except that the Sponsors' Warrants: (i) will not be redeemable by the Company and (ii) may be exercised for cash or on a cashless basis, in each case so long as they are held by the initial purchasers or any of their permitted transferees. The purchasers of the Sponsors' Warrants have also agreed not to transfer, assign or sell any of the Sponsors' Warrants, including the common stock issuable upon exercise of the Sponsors' Warrants (except to certain permitted transferees), until 30 days after the completion of an initial Business Combination.

***Note 4 — Deferred Offering Costs***

Deferred offering costs consist principally of legal, underwriting fees and other costs incurred through the balance sheet date that are directly related to the Offering and that were charged to stockholders' equity upon the completion of the Offering (See Note 3).

***Note 5 — Due from Affiliate***

At September 30, 2013, the Company was owed \$5,216 from an entity that is an affiliate of the Company's Chief Executive Officer for various expenses paid on its behalf. Due to the short-term nature of the receivable, no interest is being charged.

***Note 6 — Note Payable***

The Company issued a \$150,000 principal amount unsecured promissory note to an affiliate of the Company's Chief Executive Officer on February 3, 2011. The note was non-interest bearing and was payable on the consummation of the Initial Public Offering. The note was repaid in full on the closing of the Offering.

**Capitol Acquisition Corp. II**  
**(a development stage company)**

**Notes to Condensed Financial Statements**

**Note 7 — Commitments and Contingencies**

On May 10, 2013, the Company entered into an agreement with the underwriters (“Underwriting Agreement”). Pursuant to the Underwriting Agreement, the Company paid an underwriting discount of 2.0% of the gross proceeds of the Offering, or \$4,000,000. The Company will also pay the underwriters in the Offering an additional deferred underwriting discount of 4.0% of the gross proceeds of the Offering (“Deferred Commissions”) which will be placed in the Trust Account and paid only upon consummation of a Business Combination.

An affiliate of the Company’s Chief Executive Officer has agreed that, until the Company consummates a Business Combination, it will make available to the Company certain office space and administrative and support services, as may be required by the Company from time to time. The Company has agreed to pay such affiliate \$7,500 per month for such services commencing on May 9, 2013. For the nine month period ended September 30, 2013, the total amount paid to the affiliate for office space and administrative services was \$35,323.

The Company entered into two consulting arrangements for services to help identify and introduce the Company to potential targets and provide assistance with due diligence, deal structuring, documentation and obtaining stockholder approval for a business combination. These agreements provide for an aggregate annual fee of \$330,000 and success fee of \$450,000 upon the consummation of a business combination. Additionally, the Company may pay a discretionary success fee of \$20,000 upon the closing of a business combination.

On May 23, 2013, the Company entered into a fifteen month office lease for office space in New York, New York, commencing on June 1, 2013. The lease calls for monthly rent of \$6,700 plus additional fees for administrative support and includes free rent on the first, fifth and ninth month of the lease term. The rent has been straight-lined for financial statement purposes. For the nine month period ended September 30, 2013, rent expense totaled \$27,387, which includes \$1,340 due to the straight-lining of rent.

**Note 8 — Stockholders’ Equity**

**Preferred Stock**

The Company is authorized to issue 1,000,000 shares of preferred stock with a par value of \$0.0001 per share with such designation, rights and preferences as may be determined from time to time by the Company’s board of directors. As of September 30, 2013, there are no shares of preferred stock issued or outstanding.

**Common Stock**

The Company is authorized to issue 200,000,000 shares of common stock with a par value of \$0.0001 per share.

In connection with the organization of the Company, on February 3, 2011, a total of 4,417,684 shares of the Company’s common stock were sold to Capital Acquisition Management 2 LLC (the “Sponsor”) at a price of approximately \$0.006 per share for an aggregate of \$25,000. On March 25, 2013, the Sponsor contributed an aggregate of 105,184 shares of the Company’s common stock to the Company at no cost for cancellation. Effective May 9, 2013, the Company’s Board of Directors authorized a stock dividend of 0.2 shares for each outstanding share of common stock, resulting in 5,175,000 shares outstanding. All references in the accompanying financial statements to the number of shares of common stock have been retroactively restated to reflect these transactions.

**Capitol Acquisition Corp. II**  
**(a development stage company)**

**Notes to Condensed Financial Statements**

*Note 8 —Stockholders' Equity (continued)*

*Common Stock (continued)*

On May 17, 2013, the underwriters in the Public Offering indicated to the Company that they would not exercise the remaining portion of the over-allotment option. As a result, on May 20, 2013, the Company's Initial Stockholders forfeited an aggregate of 175,000 shares of Common Stock issued to them prior to the Public Offering. The shares that continue to be held by the Initial Stockholders includes 1,250,000 shares that are subject to forfeiture if the last sales price of the Company's stock does not equal or exceed \$13.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading day period within four years following the closing of the Company's initial Business Combination.

## Item 2. Management's Discussion and Analysis.

### Forward-Looking Statements

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "could," "would," "expect," "plan," "anticipate," "believe," "estimate," "continue," or the negative of such terms or other similar expressions. Factors that might cause or contribute to such a discrepancy include, but are not limited to, those described in our other Securities and Exchange Commission ("SEC") filings. References to "we", "us", "our" or the "Company" are to Capitol Acquisition Corp. II, except where the context requires otherwise. The following discussion should be read in conjunction with our condensed financial statements and related notes thereto included elsewhere in this report.

### Overview

We are a blank check company in the development stage, formed on August 9, 2010 to acquire, through a merger, share exchange, asset acquisition, stock purchase, plan of arrangement, recapitalization, reorganization or other similar business combination, one or more businesses or entities. We do not have any specific initial business transaction under consideration, but we are actively searching for a target business.

We presently have no revenue, have had losses since inception from incurring formation costs and have no other operations other than the active solicitation of a target business with which to complete a business combination. We have relied upon the sale of our securities and loans from our officers and directors to fund our operations.

The registration statement for our initial public offering was declared effective on May 9, 2013. On May 10, 2013, we filed a new registration statement to increase the size of the initial public offering by 20% pursuant to Rule 462(b) under the Securities Act of 1933, as amended. On May 15, 2013, we consummated the offering and received proceeds net of the underwriter's discount and other offering expenses of \$194,400,000 and simultaneously received \$5,600,000 from the issuance of 5,600,000 warrants ("Sponsors' Warrants") in a private placement (the "Private Placement"). Our management has broad discretion with respect to the specific application of the net proceeds of the offering and the Private Placement, although substantially all of the net proceeds are intended to be applied generally towards consummating a business combination successfully.

### Results of Operations

Our entire activity since inception up to the closing of our initial public offering on May 15, 2013 was in preparation for that event. Since the offering, our activity has been limited to the evaluation of business combination candidates, and we will not generate any operating revenues until the closing and completion of our initial business combination. We expect to generate small amounts of non-operating income in the form of interest income on cash and cash equivalents. Interest income is not expected to be significant in view of current low interest rates on risk-free investments (treasury securities). We expect to incur increased expenses as a result of being a public company (for legal, financial reporting, accounting and auditing compliance), as well as for due diligence expenses. We expect our expenses to increase substantially after this period.

For the three months ended September 30, 2013 and 2012, we had net losses of \$272,745 and \$1,701, respectively, for the nine months ended September 30, 2013 and 2012, we had net losses of \$472,771 and \$2,269, respectively, and for the period from August 9, 2010 (inception) through September 30, 2013, we had net losses of \$480,016. We incurred operating expenses for the three months ended September 30, 2013 and 2012 of \$291,762 and \$1,701, respectively, for the nine months ended September 30, 2013 and 2012 of \$497,841 and \$2,269, respectively, and for the period from August 9, 2010 (inception) through September 30, 2013 of \$505,086. These costs consist mainly of professional and consulting fees and Delaware franchise tax. We incurred offering costs of \$666,300 with regard to the offering, which were netted against additional paid-in capital upon the consummation of the offering.

## **Liquidity and Capital Resources**

As of September 30, 2013, we have cash of \$542,190. In addition, we had \$200,023,070 in cash and equivalents held in trust, of which \$23,070 represents interest income earned to be used for working capital and tax purposes and \$200,000,000 of restricted funds to be used for a business combination or to convert our common shares, in certain circumstances. Our activity from August 9, 2010 (inception) through May 15, 2013 was to prepare for our initial public offering. Since May 15, 2013 our efforts have been devoted to identifying an acquisition candidate. We intend to use the proceeds not held in the trust account plus the interest earned on the funds held in the trust account that may be released to us to fund our working capital requirements. We are allowed to have released to us up to \$1,750,000 of the interest earned in the Trust Account (net of applicable taxes, if any) for working capital purposes during our search for an initial business combination. However, there is no assurance that we will be able to successfully effect a business combination. As of September 30, 2013, no interest that can be utilized for working capital purposes has been released to us.

We will depend on sufficient interest being earned on the proceeds held in the Trust Account to provide us with additional working capital that we may need to identify one or more target businesses, conduct due diligence and complete a Business Combination, as well as to pay any franchise and income taxes that we may owe. As described elsewhere in this report, the amounts in the Trust Account may be invested only in U.S. government treasury bills with a maturity of 180 days or less or money market funds meeting certain conditions under Rule 2a-7 under the Investment Company Act which invest only in direct U.S. government treasury obligations. The current low interest rate environment may make it more difficult for such investments to generate sufficient funds, together with the amounts available outside the Trust Account, to locate, conduct due diligence, structure, negotiate and close a Business Combination. If we are required to seek additional capital, our sponsor, officers and directors or their affiliates may, but are not obligated to, loan us funds, from time to time or at any time, in whatever amount they deem reasonable in their sole discretion. Each loan would be evidenced by a promissory note. The notes would either be paid upon consummation of our initial business combination, without interest, or, at the holder's discretion, up to \$500,000 of the notes may be converted into warrants at a price of \$1.00 per warrant. These warrants would be identical to the sponsor's warrants. If we do not complete a business combination, the loans will be forgiven. If we are unable to complete a Business Combination because we do not have sufficient funds available to us, we will be forced to cease operations and liquidate the Trust Account.

## **Off-Balance Sheet Arrangements**

We did not have any off-balance sheet arrangements as of September 30, 2013.

## **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

As of September 30, 2013, we were not subject to any market or interest rate risk. Following the consummation of our initial public offering, the net proceeds of our initial public offering, including amounts in the Trust Account, have been invested in U.S. government treasury bills with a maturity of 180 days or less. Due to the short-term nature of these investments, we believe there will be no associated material exposure to interest rate risk.

## **Item 4. Controls and Procedures**

### *Evaluation of Disclosure Controls and Procedures*

Under the supervision and with the participation of our management, including our principal executive officer and principal financial and accounting officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the fiscal quarter ended September 30, 2013, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based on this evaluation, our principal executive officer and principal financial and accounting officer have concluded that during the period covered by this report, our disclosure controls and procedures were effective.

Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

#### *Changes in Internal Control over Financial Reporting*

There was no change in our internal control over financial reporting that occurred during the fiscal quarter covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II – OTHER INFORMATION**

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds from Registered Securities**

In February 2011, we issued 4,417,684 shares of common stock to Capitol Acquisition Management 2 LLC (our "sponsor") for \$25,000 in cash, at a purchase price of approximately \$0.01 share, in connection with our organization. Such shares were issued pursuant to the exemption from registration contained in Section 4(2) of the Securities Act as they were sold to an accredited investor. In March 2013, our sponsor contributed an aggregate of 105,184 shares of our common stock to our capital, resulting in our sponsor owning an aggregate of 4,312,500 founder's shares. The sponsor received no consideration for this contribution. Such contribution was made solely to maintain the sponsor's collective 20% ownership interest in our shares of common stock based on the then current size of our initial public offering. Thereafter, also in March 2013, our sponsor transferred an aggregate of 1,078,126 founder's shares to our executive officers and directors. In April 2013, our sponsor and Dyson Dryden, our chief financial officer and a director, transferred an aggregate of 22,998 founder's shares to Messrs. Calcano, Donaldson and Sodha, each a director, resulting in our sponsor owning an aggregate of 3,222,875 founder's shares and Mr. Dryden owning an aggregate of 974,626 founder's shares. The shares were transferred for the same per share consideration originally paid for by the transferors. In May 2013, we effected a stock dividend of 0.2 shares for each outstanding share of common stock, resulting in our sponsor and officers and directors holding an aggregate of 5,175,000 founder's shares, of which 175,000 shares were subsequently forfeited.

On May 15, 2013, we consummated our initial public offering of 20,000,000 units, including 2,000,000 units under the underwriters' over-allotment option, with each unit consisting of one share of common stock and one half of one warrant, each whole warrant to purchase one share of common stock. The shares of Common Stock and the Warrants included in the Units traded as a unit until July 1, 2013 when separate trading of Common Stock and Warrants began. No fractional Warrants will be issued and only whole Warrants will trade. Holders now have the option to continue to hold Units or separate their Units into the component pieces. Each whole Warrant entitles its holder, upon exercise, to purchase one share of Common Stock for \$11.50 subject to certain adjustments, during the period commencing on the later of thirty days after the completion by the Company of its initial Business Combination or twelve months from the date of the consummation of the Public Offering and terminating on the five-year anniversary of the completion by the Company of its initial Business Combination or earlier upon redemption or liquidation of the Trust Account. The units were sold at an offering price of \$10.00 per unit, generating gross proceeds of \$200,000,000. Citigroup Global Markets Inc. and Deutsche Bank Securities Inc. acted as the joint book-running managers of the initial public offering. Ladenburg Thalmann & Co. Inc. and Imperial Capital LLC served as co-managers. The units sold in the offering were registered under the Securities Act of 1933 on registration statements on Form S-1 (Nos. 333-187519 and 333-188503). The Securities and Exchange Commission declared the registration statement effective on May 9, 2013.

Simultaneously with the consummation of the offering, we consummated the private placement of 5,600,000 Sponsors' Warrants at a price of \$1.00 per warrant, generating total proceeds of \$5,600,000. The Sponsors' Warrants are identical to the Warrants included in the Units sold in the Public Offering except that the Sponsors' Warrants: (i) will not be redeemable by the Company and (ii) may be exercised for cash or on a cashless basis, in each case so long as they are held by the initial purchasers or any of their permitted transferees. The purchasers of the Sponsors' Warrants have also agreed not to transfer, assign or sell any of the Sponsors' Warrants, including the common stock issuable upon exercise of the Sponsors' Warrants (except to certain permitted transferees), until 30 days after the completion of an initial Business Combination. These issuances were made pursuant to the exemption from registration contained in Section 4(2) of the Securities Act.

We incurred a total of \$4,000,000 in underwriting discounts and commissions (not including deferred fees) and \$666,300 for other costs and expenses related to the offering.

After deducting the underwriting discounts and commissions and the offering expenses, the total net proceeds to us from the offering were \$200,933,700. Of this amount, \$200,000,000 we received from the sale of units in the offering and private placement of sponsors' warrants was deposited into the trust account.

For a description of the use of the proceeds generated in our initial public offering, see Part I, Item 2 of this Form 10-Q.

**Item 6. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CAPITOL ACQUISITION CORP. II

By: /s/ Mark D. Ein

Mark D. Ein

Chief Executive Officer

(Principal executive officer)

By: /s/ L. Dyson Dryden

L. Dyson Dryden

Chief Financial Officer

(Principal financial and accounting officer)

Date: November 12, 2013

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mark D. Ein, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Capitol Acquisition Corp. II;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2013

/s/ Mark D. Ein

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Mark D. Ein  
Chief Executive Officer  
(Principal executive officer)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, L. Dyson Dryden, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Capitol Acquisition Corp. II;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2013

/s/ L. Dyson Dryden  
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L. Dyson Dryden  
Chief Financial Officer  
(Principal financial and accounting officer)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Capitol Acquisition Corp. II (the "Company") on Form 10-Q, for the period ended September 30, 2013 as filed with the Securities and Exchange Commission (the "Report"), each of the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Dated: November 12, 2013

/s/ Mark D. Ein

Mark D. Ein  
Chief Executive Officer  
(Principal executive officer)

/s/ L. Dyson Dryden

L. Dyson Dryden  
Chief Financial Officer  
(Principal financial and accounting officer)