

September 3, 2020

Adam Stone
Chief Executive Officer
ARYA Sciences Acquisition Corp II
51 Astor Place, 10th Floor
New York, NY 10003

Re: ARYA Sciences

Acquisition Corp II
Statement on Form S-4
2020

Registration
Filed August 7,
File No. 333-242135

Dear Mr. Stone:

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-4 filed August 7, 2020

Cover Page

- 1. Please disclose the expected ownership percentages of ARYA and Cerevel shareholders.
- 2. We note that you will be issuing 78,000,000 shares of common stock to the equity holders of Cerevel in connection with the Business Combination. Please revise the cover page to provide the approximate value of the merger consideration. Please also disclose that the market value of the shares to be issued could vary significantly from the market value as of the date of the proxy statement/prospectus.

Adam Stone
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2020 Sciences Acquisition Corp II

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Questions and Answers for Shareholders of ARYA
Q: What vote is required to approve each proposal at the extraordinary general meeting, page xxiv

- 3. With reference to the Transaction Support Agreement discussed on page 15, please revise to indicate: (i) the total number of shares that are subject to Transaction Support Agreement and (ii) the number of shares that are not subject to Transaction Support Agreement, including the number of shares that must be voted in favor of each proposal in

order to earn approval.

Summary of the Proxy Statement/Prospectus, page 1

4. We note your use of "rationally designed" on page 2 and throughout the prospectus.

Please revise your disclosure to explain what you mean by "rationally designed."

5. We note your use of "potential for efficacy tolerance" on page 2 and throughout the

registration statement. Please revise your disclosure to explain what you mean by

"potential for efficacy tolerance."

Business interruptions resulting from the COVID-19 outbreak or similar public health crises...,

page 41

6. Please expand this risk factor to specifically describe the impact of the COVID-19

pandemic on your Parkinson's trials.

Redemption Rights, page 82

7. Please revise the disclosure here and on page xix, as applicable, to clarify whether

shareholders may demand redemption at any time or whether this right

is only in

connection with the proposed Business Combination.

Voting Your Shares, page 82

8. Please include a form of proxy card marked as preliminary in your next amendment.

Background to the Business Combination, page 102

9. To the extent material, please identify the individuals who participated in the meetings

and discussions described in this section. For instance please

identify the representative of

ARYA and Cerevel that participated in the discussions referenced in

the third paragraph

on page 103 and the ARYA board member, and the representative of

Cerevel and the Bain

Investor with whom Mr. Stone held discussions on June 11, 2020.

Adam Stone

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10. With reference to the third paragraph on page 103, please describe the analysis and

evaluation that was conducted on the twenty companies between June 9,

2020 and June

11, 2020 and describe in more detail how the twenty companies were

identified and how

representatives of ARYA were already familiar with the potential

target based on

experience unrelated to ARYA.

11. With reference to your disclosure on page 103, please discuss why you did not pursue

transactions with the 20 potential business combination targets that

you reviewed.

12. Please revise page 103 concerning the three potential business combination targets to

disclose the extent of the negotiations with the two business

combination targets that you

ultimately did not pursue. To the extent that any preliminary

proposals were submitted,

please disclose all material proposal terms, including transaction

structure, valuation, and

equity split distribution.

13. Please expand your disclosure to provide the basis for management's belief that Cerevel

provided the most attractive potential business combination.

14. Please revise your disclosure throughout this section to provide

greater detail as to the

background of the transaction, including the material issues discussed

and key negotiated

terms. The disclosure should provide shareholders with an

understanding of how, when,
and why the material terms of your proposed transaction evolved and
why this transaction
is being recommended as opposed to any alternatives. In your revised
disclosure, please
ensure that you address the following:
the material terms for any proposals and subsequent proposals and
counter offers;
negotiation of the transaction documents and the parties involved;
and
at what point other strategic alternatives were eliminated from
consideration.

15. With reference to your disclosure on page 105 and elsewhere, please
revise to explain in
greater detail the due diligence and evaluation materials provided by
Cerevel to your
management.
Summary of ARYA Financial Analysis, page 110

16. Please specify the financial information of Cerevel that was reviewed
in the comparable
company analysis.

17. Given the current development status of the target's operations,
please revise to disclose
why you selected six commercial stage companies for purposes of your
financial analysis.
Please also disclose whether any comparables were excluded from the
analyses, and, if so,
the reasons for making such exclusions.
U.S. Federal Income Tax Considerations, page 150

18. We note your disclosure that "[a]ssuming the Domestication so
qualifies, U.S. Holders of
public shares or public warrants generally should not recognize gain
or loss for U.S.
federal income tax purposes on the Domestication...." Please file a
tax opinion as an

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exhibit to the filing or provide us your analysis why the tax
consequences are not material
to an investor and therefore no tax opinion is required to be filed.
Refer to Item 601(b)(8)
of Regulation S-K and Section III.A.2 of Staff Legal Bulletin 19.
Information About Cerevel, page 192

19. Please disclose the nature of your material intellectual property and
the duration of any
patents, trademarks, licenses, franchises and concessions held by the
company or tell us
why this disclosure is not required.

20. Please provide a description of the FDA approval process and the
nature of regulatory
oversight related to Cerevel's product candidates.
Our Solution CVL-231, page 201

21. We note your statement that CVL-231 could become the first choice in
front-line
treatment of newly diagnosed schizophrenia patients. This may suggest
that your product
candidate is effective, likely to be approved and favorable as
compared to competitive
products and product candidates. Given the status of development, it
is premature for you
to make such implications at this time. Accordingly, please revise to
remove any
disclosure in your registration statement regarding your therapeutics
as being potentially
a first choice in front-line treatment.

Cerevel's Management's Discussion and Analysis of Financial Condition and
Results of
Operations
Comparison of the period from Inception to December 31, 2018, and the year

ended December
31, 2019
Research and Development, page 263

22. Please revise your disclosure here and on page 266 to provide a breakout of your periodic research and development expenses for direct costs related to your clinical programs by major development program or product candidate. 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.

Adam Stone
ARYA Sciences Acquisition Corp II
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You may contact Rolf Sundwall at 202-551-3105 or Lynn Dicker at 202-551-3616 if you have questions regarding comments on the financial statements and related matters. Please contact Jeffrey Gabor at 202-551-2544 or Christopher Edwards at 202-551-6761 with any other questions.

FirstName LastNameAdam Stone

Finance
Comapany NameARYA Sciences Acquisition Corp II

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cc: Peter Seligson, Esq.
FirstName LastName

Sincerely,

Division of Corporation

Office of Life Sciences