

SECURITIES AND EXCHANGE COMMISSION

FORM NSAR-B

Annual report for management companies filed on Form N-SAR

Filing Date: **2013-01-28** | Period of Report: **2012-11-30**  
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FILER

**Natixis Funds Trust II**

CIK: [52136](#) | IRS No.: [041990692](#) | State of Incorp.: **MA**  
Type: **NSAR-B** | Act: **40** | File No.: [811-00242](#) | Film No.: [13551367](#)

Mailing Address  
*399 BOYLSTON STREET  
12TH FLOOR  
BOSTON MA 02116*

Business Address  
*399 BOYLSTON STREET  
12TH FLOOR  
BOSTON MA 02116  
800-283-1155*

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SIGNATURE	MICHAEL KARDOK	
TITLE	TREASURER	





## Report of Independent Registered Public Accounting Firm

To the Board of Trustees and Shareholders of Natixis Funds Trust II:

In planning and performing our audits of the financial statements of ASG Growth Markets Fund, Loomis Sayles Capital Income Fund, Loomis Sayles Senior Floating Rate and Fixed Income Fund, and Vaughan Nelson Select Fund, each a series of Natixis Funds Trust II (the "Funds") as of and for the year ended November 30, 2012, in accordance with the standards of the Public Company Accounting Oversight Board (United States), we considered the Funds' internal control over financial reporting, including controls over safeguarding securities, as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements and to comply with the requirements of Form N-SAR, but not for the purpose of expressing an opinion on the effectiveness of the Funds' internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Funds' internal control over financial reporting.

The management of the Funds is responsible for establishing and maintaining effective internal control over financial reporting. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls. A fund's internal control over financial reporting is a process designed 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. A fund's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the funds; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the funds are being made only in accordance with authorizations of management and trustees of the funds; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of a fund's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A deficiency in internal control over financial reporting exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Funds' annual or interim financial statements will not be prevented or detected on a timely basis.

Our consideration of the Funds' internal control over financial reporting was for the limited purpose described in the first paragraph and would not necessarily disclose all deficiencies in internal control over financial reporting that might be material weaknesses under standards established by the Public Company Accounting Oversight Board (United States). However, we noted no deficiencies in the Funds' internal control over financial reporting and its operation, including controls over safeguarding securities that we consider to be material weaknesses as defined above as of November 30, 2012.

This report is intended solely for the information and use of management and the Board of Trustees of Natixis Funds Trust II and the Securities and Exchange Commission and is not intended to be and should not be used by anyone other than these specified parties.

/s/ PricewaterhouseCoopers LLP  
Boston, Massachusetts  
January 22, 2013





Exhibit 77Q1(b)(i)

SUB-ITEM 77Q1(b): Copies of the text of any proposal described in answer to sub-item 77D

Changes to Investment Strategy

It was voted that the proposed changes to the investment strategies for the ASG Growth Markets Fund as presented at the meeting of the Board of Trustees of Natixis Funds Trust II be approved.

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Advisory Agreement dated March 28, 2012 between the Natixis Funds Trust II on behalf of Vaughan Nelson Select Fund and Vaughan Nelson Investment Management, L.P. is incorporated by reference to exhibit (d)(1)(xvi) to PEA No. 167 filed on June 28, 2012.

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