

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-01-15** | Period of Report: **2013-01-11**
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FILER

REAL ESTATE ASSOCIATES LTD II

CIK:[314237](#) | IRS No.: [953547609](#) | State of Incorpor.: **CA** | Fiscal Year End: **0125**
Type: **8-K** | Act: **34** | File No.: [000-09782](#) | Film No.: [13530368](#)
SIC: **6500** Real estate

Mailing Address

*9090 WILSHIRE BLVD
STE 201
BEVERLY HILLS CA 90211*

Business Address

*9090 WILSHIRE BLVD STE
201
BEVERLY HILLS CA 90211
3102782191*

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

FORM 8-K

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

Date of report (Date of earliest event reported): January 11, 2013

REAL ESTATE ASSOCIATES LIMITED II
(Exact name of registrant as specified in its charter)

California
(State or Other Jurisdiction of
Incorporation)

0-09782
(Commission File Number)

95-3547609
(I.R.S. Employer
Identification No.)

**80 International Drive
Post Office Box 1089
Greenville, South Carolina 29602**
(Address of Principal Executive Offices, including zip code)

Registrant's Telephone Number, Including Area Code: (864) 239-1000

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
Compensatory Arrangements of Certain Officers**

Real Estate Associates Limited II (the “Partnership”) announced that Mr. Eric Mathis, who served as the equivalent of the chief financial officer of the Partnership, has resigned effective as of January 25, 2013.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REAL ESTATE ASSOCIATES LIMITED II

By: National Partnership Investments, LLC
Corporate General Partner

By: /s/ Brian Flaherty
Brian Flaherty
Senior Managing Director

DATED: January 15, 2013