
As filed with the Securities and Exchange Commission on March 20, 2017

Registration No. 333-198305

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

POST-EFFECTIVE AMENDMENT NO. 5 TO

Form S-11

**FOR REGISTRATION UNDER
THE SECURITIES ACT OF 1933
OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES**

Moody National REIT II, Inc.

(Exact name of registrant as specified in its governing instruments)

6363 Woodway Drive, Suite 110

Houston, Texas 77057

(713) 977-7500

*(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)*

Moody National REIT II, Inc.

6363 Woodway Drive, Suite 110

Houston, Texas 77057

(713) 977-7500

*(Name, address, including zip code and telephone number,
including area code, of agent for service)*

Copies to:

Mary E. Smith
Moody National REIT Sponsor, LLC
6363 Woodway Drive,
Suite 110
Houston, Texas 77057
(713) 977-7500

Rosemarie A. Thurston
Alston & Bird LLP
1201 West Peachtree Street
Atlanta, Georgia 30309
(404) 881-7000

Approximate date of commencement of proposed sale to the public: as soon as practicable after the registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of this prospectus is expected to be made pursuant to Rule 434, check the following box.

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. (Check one):

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

EXPLANATORY NOTE

This Post-Effective Amendment No. 5 to the Registration Statement on Form S-11 (No. 333-198305) is filed pursuant to Rule 462(d) solely to add exhibits not previously filed with respect to such Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 36. *Financial Statements and Exhibits.*

(b) Exhibits:

The following exhibits are filed as part of this Registration Statement:

Ex.	Description
1.3	Amendment No. 1 to the Amended and Restated Dealer Manager Agreement, dated as of March 20, 2017, between Moody National REIT II, Inc., Moody National Operating Partnership II, L.P. and Moody Securities, LLC (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K filed on March 20, 2017)
4.2	Amended and Restated Distribution Reinvestment Plan (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on March 20, 2017)
99.1	Consent of Landauer Valuation & Advisory, a division of Newmark Grubb Knight Frank
99.2	Consent of CBRE, Inc. – Valuation & Advisory Services

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-11 and has duly caused this amended registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on March 20, 2017.

Moody National REIT II, Inc.

By: /s/ BRETT C. MOODY
Brett C. Moody
Chief Executive Officer and
President

Pursuant to the requirements of the Securities Act of 1933, this amended registration statement has been signed by the following persons in the following capacities and on March 20, 2017.

<u>Signature</u>	<u>Title</u>
<u>/s/ BRETT C. MOODY</u> Brett C. Moody	Chief Executive Officer, President and Chairman of the Board (Principal Executive Officer)
<u>/s/ ROBERT W. ENGEL</u> Robert W. Engel	Treasurer, Chief Financial Officer and Secretary (Principal Financial Officer and Principal Accounting Officer)
<u>*</u> Clifford P. McDaniel	Independent Director
<u>*</u> Charles L. Horn	Independent Director
<u>* By: /s/ BRETT C. MOODY</u> Brett C. Moody	Attorney-in-Fact

EXHIBIT INDEX

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99.2	Consent of CBRE, Inc. – Valuation & Advisory Services

CONSENT OF INDEPENDENT VALUATION EXPERT

We hereby consent to the reference to our name and the description of our role in the valuation process with respect to that certain real property commonly known as the Residence Inn Austin hotel, owned by Moody National REIT II, Inc. (the "Company"), whether included or incorporated by reference in (i) the Company's Registration Statement on Form S-11 (File No. 333-198305) and the prospectus included therein and any amendments thereto and (ii) any other registration statements filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, and any prospectuses included therein and any amendments thereto.

March 20, 2017

CBRE Inc. – Valuation & Advisory Services

By: /s/ Karen Muyskens

Fuller

Name: Karen Muyskens

Fuller, MAI

Title: First Vice President

CONSENT OF INDEPENDENT VALUATION EXPERT

We hereby consent to the reference to our name and the description of our role in the valuation process with respect to that certain real property commonly known as the SpringHill Suites Seattle hotel, owned by Moody National REIT II, Inc. (the "Company"), whether included or incorporated by reference in (i) the Company's Registration Statement on Form S-11 (File No. 333-198305) and the prospectus included therein and any amendments thereto and (ii) any other registration statement filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, and any prospectuses included therein and any amendments thereto.

March 20, 2017

Landauer Valuation & Advisory, a division of
Newmark Grubb Knight Frank

By: /s/ Gregory P. Kendall
Name: Gregory P. Kendall
Title: National Practice Leader – Hospitality &
Leisure
