

**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): **November 13, 2023**

**MOODY NATIONAL REIT II, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**000-55778**  
(Commission File Number)

**47-1436295**  
(I.R.S. Employer  
Identification No.)

**Moody National Companies  
9655 Katy Freeway, Suite 600  
Houston, Texas 77024**  
(Address of principal executive offices, including zip code)

**(713) 977-7500**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing 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
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Securities registered or to be registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
None	None	None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On November 13, 2022, Moody National REIT II, Inc. (the “Company”) held its 2023 annual meeting of stockholders (the “Annual Meeting”). Holders of 6,963,882 shares of the Company’s common stock were represented by proxy at the Annual Meeting, representing approximately 51% of the total number of outstanding shares of the Company’s common stock eligible to be voted at the Annual Meeting. Set forth below are the voting results for each proposal presented to the Company’s stockholders at the Annual Meeting:

*Proposal No. 1: Election of Directors*

The director nominees listed in the table below were elected to serve until the next annual meeting of the Company’s stockholders and until their successors are elected and qualified. The voting results for each such director nominee were as follows:

<b>Name of Nominee</b>	<b>VOTES FOR</b>	<b>VOTES WITHHELD</b>
Brett C. Moody	6,355,236	608,646
William H. Armstrong	6,425,012	538,870
Charles L. Horn	6,376,189	587,693
Clifford P. McDaniel	6,412,459	551,423
John P. Thompson	6,376,906	586,976

No broker non-votes were cast in the election of the director nominees.

*Proposal No. 2: Ratification of the Appointment of Independent Registered Public Accounting Firm*

The proposal to ratify the appointment of Frazier & Deeter, LLC as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023, was approved. The following votes were taken in connection with this proposal:

<b>VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>ABSTENTIONS</b>
6,433,437	223,485	306,960

No broker non-votes were cast in the ratification of the appointment of Frazier & Deeter, LLC as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023.

**SIGNATURE**

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

Date: November 16, 2023

**MOODY NATIONAL REIT II, INC.**

By: /s/ Brett C. Moody

Brett C. Moody

*Chief Executive Officer and President*