

AllianzGI Convertible & Income Fund II  
Form SC TO-C  
June 20, 2018

**As filed with the Securities and Exchange Commission on June 20, 2018**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE TO**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act Of 1934**

**AllianzGI Convertible & Income Fund II**

**(Name of Subject Company (Issuer))**

**AllianzGI Convertible & Income Fund II**

**(Name of Filing Person (Issuer))**

**Auction-Rate Preferred Shares, Series A, Series B, Series C, Series D and Series E, Par Value \$0.00001**

**(Title of Class of Securities)**

**018825208**

**018825307**

**018825406**

**018825505**

**018825604**

**(CUSIP Number of Class of Securities)**

**Thomas J. Fuccillo, Esq.**

**c/o Allianz Global Investors U.S. LLC**

**1633 Broadway**

**New York, NY 10019**

**Telephone: (888) 852-3922**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Person(s) Filing Statement)**

*Copies of Communications to:*

**David C. Sullivan, Esq.**

**Ropes & Gray LLP**

**Prudential Tower**

**800 Boylston Street**

**Boston, MA 02199**

**Calculation of Filing Fee**

**Transaction Valuation**

Not Applicable\*

**Amount of Filing Fee**

Not Applicable\*

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

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Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not Applicable  
Form or Registration No.: Not Applicable

Filing Party: Not Applicable  
Date Filed: Not Applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

**ITEMS 1 THROUGH 11.**

Not applicable.

**ITEM 12. EXHIBITS.**

**Exhibit**

| <b>No.</b> | <b>Document</b> |
|------------|-----------------|
|------------|-----------------|

|      |                                                       |
|------|-------------------------------------------------------|
| 99.1 | Press Release issued by the Fund dated June 20, 2018. |
|------|-------------------------------------------------------|

**ITEM 13.**

Not applicable.