

FORM 4

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

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person Genesis Park II LP | | 2. Issuer Name and Ticker or Trading Symbol Genesis Park Acquisition Corp. [GNPK] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| (Last) (First) (Middle) C/O GENESIS PARK ACQUISITION CORP., 2000 EDWARDS STREET, SUITE B | | 3. Date of Earliest Transaction (Month/Day/Year) 11/27/2020 | | | |
| (Street) HOUSTON, TX 77007 | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A ordinary shares | 11/27/2020 | | P | | 1,000,000 | A | \$ 10 (1) | 1,000,000 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Warrants to purchase Class A ordinary shares | \$ 11.5 | 11/27/2020 | | P | | 7,292,541 (2) | (3) | (4) | Class A ordinary shares | 7,292,541 | \$ 1 | 7,292,541 | I | See footnote (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Genesis Park II LP C/O GENESIS PARK ACQUISITION CORP. 2000 EDWARDS STREET, SUITE B HOUSTON, TX 77007 | X | X | | |
| Genesis Park II GP LLC 2000 EDWARDS STREET, SUITE B HOUSTON, TX 77007 | X | X | | |

Signatures

| | | |
|--|--|------------|
| Genesis Park II LP, By: Genesis Park II GP LLC, its General Partner, /s/ Paul W. Hobby, Name: Paul W. Hobby, Title: Authorized Signatory | | 12/01/2020 |
| | <input type="checkbox"/> Signature of Reporting Person | Date |
| Genesis Park II GP LLC, /s/ Paul W. Hobby, Name: Paul W. Hobby, Title: Authorized Signatory | | 12/01/2020 |
| | <input type="checkbox"/> Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes securities underlying 1,000,000 units purchased by Genesis Park II LP, the reporting person (the "Managing Member"), in the registrant's initial public offering for \$10 per unit, as further described in the registrant's registration statement on Form S-1 (File No. 333-249066) (as the registrant, par value \$0.0001 per share ("Class A Share") and one-half of one warrant. Each whole warrant is exercisable to purchase one Class A Share at a price of \$11.50 per share.
- (2) Genesis Park Holdings (the "Sponsor") purchased 7,292,541 warrants, as described in the S-1, in a private placement of warrants at a price of \$1.00 per private placement warrant. Each whole private placement warrant is exercisable to purchase one Class A Share at a price of \$11.50 per share.
- (3) The warrants become exercisable on the later of (i) 30 days after the completion of the registrant's initial business combination and (ii) 12 months from the closing of the registrant's initial public offering.
- (4) The warrants expire 5 years after the completion of the registrant's initial business combination or earlier upon redemption or liquidation, as described in the S-1.
- Warrants held directly by the Sponsor. The Managing Member is the manager of the Sponsor, and as such, has voting and investment discretion with respect to the ordinary shares held of record by the Sponsor and may be deemed to have shared beneficial ownership of the ordinary shares held directly by the Sponsor. Each of the registrant's officers and directors may hold a direct or indirect interest in the Sponsor. Each such person disclaims any beneficial ownership they may have therein, directly or indirectly.

Remarks:

Paul Hobby, a manager of Genesis Park II GP LLC, serves on the board of directors of the registrant. For purposes of Section 16 of the Securities Exchange Act of 1934, the reporting persons may be deemed directors by deputization by

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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