

BLACKROCK MUNIYIELD MICHIGAN QUALITY FUND II, INC.

Form 425

August 07, 2015

Filed by BlackRock MuniYield Michigan Quality Fund, Inc.
pursuant to Rule 425 of the Securities Act of 1933, as amended

Subject Company: BlackRock MuniYield Michigan Quality Fund II, Inc.
Commission File No. 811-06501

Contact:
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**BlackRock Announces Results of Shareholder Vote at Joint Special Shareholder Meeting Relating to the
Reorganization of Two Michigan Municipal Closed-End Funds**

New York, August 6, 2015 – BlackRock Advisors, LLC announced today that, at a joint special meeting of shareholders of BlackRock MuniYield Michigan Quality Fund II, Inc. (NYSE:MYM) and BlackRock MuniYield Michigan Quality Fund, Inc. (NYSE:MIY) (collectively, the “Funds”), the requisite shareholders of the Funds have approved the reorganization of MYM with and into MIY, with MIY continuing as the surviving Fund (the “Reorganization”), and the transactions contemplated thereby.

It is currently expected that the Reorganization will be effective with the open for business of the New York Stock Exchange on September 14, 2015, subject to all regulatory requirements and customary closing conditions being satisfied. The Reorganization, if completed, would occur based on the relative net asset values of the common shares of MYM and MIY. In addition, MYM preferred shareholders will receive on a one-for-one basis MIY preferred shares in an amount equal to the aggregate preferred share liquidation preference (including any accumulated and unpaid dividends) held by MYM preferred shareholders immediately prior to the Reorganization.

This communication is not intended to, and shall not, constitute an offer to purchase or sell shares of any of the BlackRock funds, including MIY, the surviving fund in the Reorganization.

About BlackRock

BlackRock is a global leader in investment management, risk management and advisory services for institutional and retail clients. At June 30, 2015, BlackRock’s AUM was \$4.721 trillion. BlackRock helps clients around the world meet their goals and overcome challenges with a range of products that include separate accounts, mutual funds, iShares® (exchange-traded funds), and other pooled investment vehicles. BlackRock also offers risk management, advisory and enterprise investment system services to a broad base of institutional investors through BlackRock Solutions®. As of June 30, 2015, the firm had approximately 12,400 employees in more than 30 countries and a major presence in key global markets, including North and South America, Europe, Asia, Australia and the Middle East and Africa. For additional information, please visit the Company’s website at www.blackrock.com | Twitter: [@blackrock_news](https://twitter.com/blackrock_news) | Blog: www.blackrockblog.com | LinkedIn: www.linkedin.com/company/blackrock

Availability of Fund Updates

BlackRock will update performance and certain other data for the Funds on a monthly basis on its website in the “Closed-end Funds” section of www.blackrock.com as well as certain other material information as necessary from time to time. Investors and others are advised to check the website for updated performance information and the release of other material information about the Funds. This reference to BlackRock’s website is intended to allow investors public access to information regarding the Funds and does not, and is not intended to, incorporate BlackRock’s website in this release.

Forward-Looking Statements

This press release, and other statements that BlackRock or a Fund may make, may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act, with respect to a Fund’s or BlackRock’s future financial or business performance, strategies or expectations. Forward-looking statements are typically identified by words or phrases such as “trend,” “potential,” “opportunity,” “pipeline,” “believe,” “comfortable,” “expect,” “anticipate,” “cur,” “intention,” “estimate,” “position,” “assume,” “outlook,” “continue,” “remain,” “maintain,” “sustain,” “seek,” “achieve,” and s expressions, or future or conditional verbs such as “will,” “would,” “should,” “could,” “may” or similar expressions.

BlackRock cautions that forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made, and BlackRock assumes no duty to and does not undertake to update forward-looking statements. Actual results could differ materially from those anticipated in forward-looking statements and future results could differ materially from historical performance.

With respect to the Funds, the following factors, among others, could cause actual events to differ materially from forward-looking statements or historical performance: (1) changes and volatility in political, economic or industry conditions, the interest rate environment, foreign exchange rates or financial and capital markets, which could result in changes in demand for the Funds or in a Fund’s net asset value; (2) the relative and absolute investment performance of a Fund and its investments; (3) the impact of increased competition; (4) the unfavorable resolution of any legal proceedings; (5) the extent and timing of any distributions or share repurchases; (6) the impact, extent and timing of technological changes; (7) the impact of legislative and regulatory actions and reforms, including the Dodd-Frank Wall Street Reform and Consumer Protection Act, and regulatory, supervisory or enforcement actions of government agencies relating to a Fund or BlackRock, as applicable; (8) terrorist activities, international hostilities and natural disasters, which may adversely affect the general economy, domestic and local financial and capital markets, specific industries or BlackRock; (9) BlackRock’s ability to attract and retain highly talented professionals; (10) the impact of BlackRock electing to provide support to its products from time to time; and (11) the impact of problems at other financial institutions or the failure or negative performance of products at other financial institutions.

Annual and Semi-Annual Reports and other regulatory filings of the Funds with the Securities and Exchange Commission (“SEC”) are accessible on the SEC’s website at www.sec.gov and on BlackRock’s website at www.blackrock.com, and may discuss these or other factors that affect the Funds. The information contained on BlackRock’s website is not a part of this press release.

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td> Common Stock 20,000 ⁽¹⁸⁾ \$ 29.64 D Â Restricted Stock Unit Â ⁽¹⁹⁾ Â ⁽¹⁹⁾ Common Stock 5,600 ⁽²⁰⁾ \$ 0 D Â Restricted Stock Unit Â ⁽²¹⁾ Â ⁽²¹⁾ Common Stock 16,250 ⁽²²⁾ \$ 0 D Â Restricted Stock Unit Â ⁽²³⁾ Â ⁽²³⁾ Common

Stock 15,000 \$ 0 D Â Restricted Stock Unit Â (24) Â (24) Common Stock 10,000 \$ 0 D Â Restricted Stock Unit Â (25) Â (25) Common Stock 10,938 (26) \$ 0 D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andrews Joseph C/O PROGRESS SOFTWARE CORPORATION 14 OAK PARK DRIVE BEDFORD, MA 01730	Â	Â	Â SVP, Human Resources	Â

Signatures

Joseph Andrews 08/05/2013

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- This option grant reflects an amended option grant where "old" options were cancelled and "new" options were issued as replacement options. The option was originally granted on September 27, 2004 with seven-sixtieths (7/60) of the options vesting on the grant date and the remaining options vested in 53 equal monthly increments commencing on October 1, 2004.
- (1) As of the date of this filing, these options are fully vested.
 - (2) Two-sixtieths (2/60) of the options were vested and exercisable on the grant date. The remaining options vested in 58 equal monthly increments commencing on May 1, 2007.
 - (3) As of the date of this filing, these options are fully vested.
 - (4) Eight-sixtieths (8/60) of the options were vested and exercisable on the grant date. The remaining options vested in 52 equal monthly increments commencing on November 1, 2007.
 - (5) As of the date of this filing, these options are fully vested.
 - (6) Two-sixtieths (2/60) of the options were vested and exercisable on the grant date. The remaining options vested in 58 equal monthly increments commencing on May 1, 2008.
 - (7) As of the date of this filing, these options are fully vested.
 - (8) Eight-sixtieths (8/60) of the options were vested and exercisable on the grant date. The remaining options vested in 52 equal monthly increments commencing on November 1, 2008.
 - (9) As of the date of this filing, these options are fully vested and 3000 options to purchase remain exercisable.
 - (10) Three-sixtieths (3/60) of the options were vested and exercisable on the grant date. The remaining options vested in 57 equal monthly increments commencing on June 1, 2009.
 - (11) As of the date of this filing, options to purchase 10,125 shares are vested.
 - (12) Eight-sixtieths (8/60) of the options were vested and exercisable on the grant date. The remaining options vest in 52 equal monthly increments commencing on November 1, 2009.
 - (13) As of the date of this filing, options to purchase 10,125 shares are vested.
 - (14) Two-sixtieths (2/60) of the option were vested and exercisable on the grant date. The remaining options vest in 58 equal monthly increments commencing on May 1, 2010.
 - (15) As of the date of this filing, options to purchase 31,500 shares are vested.
 - (16)
 - (17)

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Two-forty-eights (2/48) of the option were vested and exercisable on the grant date. The remaining options vest in 46 equal monthly increments commencing on May 1, 2011.

- (18) As of the date of this filing, options to purchase 12,500 shares are vested.

Represents restricted stock units acquired by reporting person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. Each restricted stock unit vests in six equal semiannual installments beginning on October 1, 2011, subject to the continued employment of the reporting person with Progress Software Corporation.

- (20) As of the date of this filing, 3,732 restricted stock units have vested and been released.

Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. Each restricted stock unit vests in six equal semiannual installments beginning on October 1, 2012, subject to the continued employment of the Reporting Person with Progress Software Corporation.

- (22) As of the date of this filing, 5,416 restricted stock units have vested and been released.

Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. Each restricted stock unit vests in six equal semiannual installments beginning on October 1, 2013, subject to the continued employment of the Reporting Person with Progress Software Corporation.

- (24) Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. Each restricted stock unit vests in four equal semiannual installments beginning on October 1, 2013, subject to the continued employment of the Reporting Person with Progress Software Corporation.

- (25) Represents restricted stock units acquired by the Reporting Person pursuant to the Company's 2008 Stock Option and Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of common stock. 3,645 restricted stock units vested on April 1, 2013. The remaining restricted stock units vest in four equal semiannual installments beginning on October 1, 2013, subject to the continued employment of the Reporting Person with Progress Software Corporation.

- (26) As of the date of this filing, 3,645 restricted stock units have vested.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.