The morning after Higgins’ and Eliza’s argument, Higgins and Colonel Pickering show up at Mrs. Higgins's place looking for Eliza, who seems to have run away.

Higgins is acting especially whiny, like a bratty child who's lost his favorite toy.

Mrs. Higgins accuses the two men of scaring Eliza off. Higgins can't handle the accusation and says that he is sad and confused without Eliza. Mrs. Higgins calls them a couple of whiny kids.

Once again, their conversation is interrupted by the appearance of Mr. Doolittle. This time, he looks more like a gentleman than a garbage man.

Turns out Higgins was right: Doolittle really did have a gift for the gab. An American millionaire has left him a ton of money, and now he's giving lectures all over England. Oh, and he's totally miserable. He misses taking money from people.

Mrs. Higgins decides that, since Mr. Doolittle is rich now, he can take care of Eliza. Higgins objects, saying that he paid five pounds to Doolittle for Eliza.

When Eliza finally comes down (she's been upstairs this whole time), she gives Higgins the cold shoulder. She tells Pickering how much he (Pickering) helped her just by treating her like a lady. At this point, Higgins is just about ready to throw a temper tantrum.

Eliza starts howling when she sees her father all dressed up and demands to know where and how he got money.

Doolittle announces that he's on his way to get married. Everyone files out of the apartment except for Eliza and Higgins, who have one last climactic chat. Higgins starts waxing poetic, talking about the soul and humanity and how much he appreciated having his own slippers thrown at him – turns out he didn't like having them brought to him in the first place.

When Eliza accuses him of being mean and dismissive, he claims he is just being fair; he treats everyone from duchesses to flower girls the same way.

Then he asks her to come back to his home.

She tells him to shove it. She would rather go back to selling flowers on the street corner.

Eliza tells Higgins she won’t marry Higgins even if he asks. She wants her independence. The two argue some more. She mentions that Freddy has been writing her love letters and says she'll marry Freddy. Higgins wants no such thing. He tells her she's a fool. She tells him he's a jerk.

She mentions that Freddy has been writing her love letters, but Higgins immediately dismisses him as a fool. She says that she will marry Freddy, and that the two

She is so mad at Higgins that she tells him she’ll even use his secrets to compete against him. She and Freddy will support themselves by taking Higgins' phonetic methods to his biggest rival.

This leads Higgins to her a "damned impudent slut" and then tell her, "I like you like this.” He tells her she's his equal, now, but she won't have it. She turns and leaves.

Higgins calls after her, telling her to buy him some groceries and clothing. He's sure she'll return.

She replies ambivalently and departs; we do not know if she will follow his orders.

Higgins laughs to his mother, "She's going to marry Freddy. Ha ha! Freddy! Freddy!! Ha ha ha ha ha!!!!!"

The End