

OUTLOOK THERAPEUTICS, INC.

485 Route 1 South
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Iselin, New Jersey 08830
(609) 619-3990

August 23, 2023

Via EDGAR

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Life Sciences
100 F Street, N.E.
Washington, D.C. 20549

Re: **Outlook Therapeutics, Inc.**
Registration Statement on Form S-3
Filed August 14, 2023
File No. 333-273979

Ladies and Gentlemen:

In accordance with Rule 461 under the Securities Act of 1933, as amended, the undersigned registrant (the “**Registrant**”) hereby requests that the Securities and Exchange Commission (the “**Commission**”) take appropriate action to cause the Registration Statement on Form S-3 (File No. 333-273979) (the “**Registration Statement**”) to become effective on Thursday, August 25, 2023, at 4:00 p.m., Eastern Time, or as soon as practicable thereafter, or at such later time as the Registrant may orally request via telephone call to the staff of the Commission (the “**Staff**”). The Registrant hereby authorizes Yvan-Claude Pierre of Cooley LLP, counsel to the Registrant, to make such request on its behalf.

Once the Registration Statement has been declared effective, please orally confirm that event with Yvan-Claude Pierre of Cooley LLP, counsel to the Registrant, at (212) 479-6721, or in his absence Courtney Tygesson of Cooley LLP at (312) 881-6680.

Very truly yours,

OUTLOOK THERAPEUTICS, INC.

By: _____

Name: Lawrence A. Kenyon

Title: Chief Financial Officer, Treasurer and Secretary

cc: Yvan-Claude Pierre, Cooley LLP
Courtney Tygesson, Cooley LLP
