

April 3, 2024

Lawrence Kenyon
Chief Financial Officer
Outlook Therapeutics, Inc.
485 Route 1 South
Building F, Suite 320
Iselin, New Jersey 08830

Therapeutics, Inc.

Statement on Form S-3

2024

Re: Outlook

Registration

Filed March 28,

File No. 333-278340

Dear Lawrence Kenyon:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Polynice at 202-551-8707 with any questions.

Please contact Cindy

Sincerely,

Division of Corporation Finance

Office of Life Sciences

cc:

Courtney Tygesson, Esq.