



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 3561

October 10, 2017

Via E-mail

Robert Brooke  
Chief Executive Officer  
Vitality Biopharma, Inc.  
1901 Avenue of the Stars, 2<sup>nd</sup> Floor  
Los Angeles, California 90067

**Re: Vitality Biopharma, Inc.  
Registration Statement on Form S-1  
Filed September 13, 2017  
File No. 333-220446**

Dear Mr. Brooke:

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.

Please contact Michael Killoy at (202) 551-7576 with any questions.

Sincerely,

/s/ James Lopez (for)

John Reynolds  
Assistant Director  
Office of Beverages, Apparel,  
and Mining

cc: Mark C. Lee, Esq.  
Greenberg Traurig, LLP