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

DIVISION OF
CORPORATION FINANCE

March 22, 2024

Russell Stidolph
Chief Executive Officer
AltEnergy Acquisition Corp
600 Lexington Ave., 9th Floor
New York, NY 10022

Re: AltEnergy Acquisition Corp
Preliminary Proxy Statement on Schedule 14A
Filed March 11, 2024
File No. 001-40984

Dear Russell Stidolph:

We have completed our review of your filing. 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.

Sincerely,

Division of Corporation Finance
Office of Real Estate & Construction

cc: Jack Levy, Esq.