



DIVISION OF
CORPORATION FINANCE

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

February 3, 2014

Via E-mail

Tim Martin

Executive Vice President and Chief Financial Officer

Guitar Center Holdings, Inc.

5795 Lindero Canyon Road

Westlake Village, California 91362

**Re: Guitar Center Holdings, Inc.
Guitar Center, Inc.
Form 10-K for the Fiscal Year Ended December 31, 2012
Filed March 26, 2013
File Nos. 333-175270-07 and 0-22207**

Dear Mr. Martin:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Jennifer Thompson

Jennifer Thompson
Accounting Branch Chief