

Mail Stop 3561

December 5, 2008

Peter H. Jackson, Chief Executive Officer
Intraware, Inc.
25 Orinda Way
Orinda, California 94563

**Re: Intraware, Inc.
Preliminary Proxy Statement on Schedule 14A, as revised
Filed November 3, 2008
File No. 000-25249**

Dear Mr. Jackson:

We have completed our review of your Preliminary Proxy Statement on Schedule 14A, as revised, and we have no further comments at this time.

Sincerely,

H. Christopher Owings
Assistant Director

cc: Tony Jeffries, Esq.
Wilson Sonsini Goodrich & Rosati
Via Facsimile