

Mail Stop 3561

October 7, 2009

By Facsimile and U.S. Mail

Kerry R. Hicks
Chief Executive Officer
Health Grades, Inc.
500 Golden Ridge Road, Suite 100
Golden, Colorado 80401

**Re: Health Grades, Inc.
Form 10-K for the Fiscal Year Ended December 31, 2008
Filed March 16, 2009
Definitive Proxy Statement on Schedule 14A
Filed April 30, 2009
File No. 000-22019**

Dear Mr. Hicks:

We have completed our review of your Form 10-K for the fiscal year ended December 31, 2008 and related filings and have no further comments at this time.

Sincerely,

H. Christopher Owings
Assistant Director