



DIVISION OF
CORPORATION FINANCE

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

May 26, 2017

David Kalergis
Chief Executive Officer
Diffusion Pharmaceuticals Inc.
2020 Avon Court, #4
Charlottesville, VA 22902

**Re: Diffusion Pharmaceuticals Inc.
Registration Statement on Form S-3
Filed May 17, 2017
File No. 333-218062**

Dear Mr. Kalergis:

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 Dorrie Yale at 202-551-8776 with any questions.

Division of Corporation Finance
Office of Healthcare & Insurance