



DIVISION OF  
CORPORATION FINANCE

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

March 30, 2018

Chris Schelling  
Chief Executive Officer  
Acer Therapeutics Inc.  
One Gateway Center, Ste. 351  
300 Washington Street  
Newton, MA 02458

**Re: Acer Therapeutics Inc.**  
**Preliminary Proxy Statement on Schedule 14A**  
**Filed March 12, 2018**  
**File No. 001-33004**

Dear Mr. Schelling:

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.

Division of Corporation Finance  
Office of Healthcare & Insurance

cc: Patty DeGaetano, Esq.