



DIVISION OF  
CORPORATION FINANCE

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

November 12, 2014

Via E-mail

Stuart B. Beath  
Chief Financial Officer  
Fuel Performance Solutions, Inc.  
7777 Bonhomme Avenue, Suite 1920  
St. Louis, MO 63105

**Re: Fuel Performance Solutions, Inc.  
Amendment No. 1 to Registration Statement on Form S-1  
Filed November 6, 2014  
File No. 333-198842**

Dear Mr. Beath:

We have reviewed your amended registration statement and letter dated November 5, 2014, and we have the following comments. We have limited our review of your registration statement to those issues we have addressed in our comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. Where you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments.

Amendment No. 1 to Registration Statement on Form S-1

Exhibit 5.1

1. We note counsel's opinion that that the Shares have been duly authorized, were validly issued, fully paid and non-assessable. However, we also note that the registrant is registering the resale of shares of common stock that are not yet issued. In that regard we note that the registrant is registering the resale of common stock underlying convertible notes and warrants. Please obtain and file a revised legality opinion that addresses the legality of the shares of common stock in this context.

### Closing Comments

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event you request acceleration of the effective date of the pending registration statement please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

Stuart B. Beath  
Fuel Performance Solutions, Inc.  
November 12, 2014  
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Please contact Sirimal Mukerjee at (202) 551-3340 or, in his absence, Laura Nicholson at (202) 551-3584 with any questions.

Sincerely,

/s/H. Roger Schwall

H. Roger Schwall  
Assistant Director

cc: Via E-mail  
Gregg E. Jaclin  
Szaferman Lakind Blumstein & Blader, PC