



DIVISION OF  
CORPORATION FINANCE

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

November 13, 2014

Via E-mail

Kevin Yates  
Chief Executive Officer  
NuState Energy Holdings, Inc.  
1201 Main Street, Suite 1980  
Columbia, SC 29201

**Re: NuState Energy Holdings, Inc.  
Preliminary Information Statement on Schedule 14C  
Filed October 3, 2014  
File No. 000-25753**

Dear Mr. Yates:

We have reviewed your responses to the comments in our letter dated October 20, 2014 and have the following additional comment.

The Amendment, page 2

Increasing the Authorized Number of Shares of Common Stock by Two Billion, page 2

1. We note your response to our prior comment 1. As it appears that your prior agreement with Mr. Williams is no longer in force, please revise the preliminary information statement to disclose the purpose of increasing the authorized number of shares. In this regard, please describe specific details of your agreement with Mr. Murphy that will make him your controlling shareholder and any other information related to the increase in authorized shares and investment by Mr. Murphy required by Schedule 14A. Please note that we may have further comments after reviewing your revised disclosure.

Please contact Tonya K. Aldave at (202) 551-3601 or me at (202) 551-3469 with any questions.

Sincerely,

/s/ Justin Dobbie

Justin Dobbie  
Legal Branch Chief

cc: Via E-mail  
Tom Murphy, Esq.