



DIVISION OF  
CORPORATION FINANCE

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

August 13, 2014

Via E-mail

Steven Shum  
Chief Financial Officer  
Xzeres Corporation  
9025 SW Hillman Court, Suite 3126  
Wilsonville, Oregon 97070

**Re: Xzeres Corportion**  
**Item 4.01 Form 8-K dated July 25, 2014**  
**Filed August 6, 2014**  
**File No. 000-54742**

Dear Mr. Shum:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Martin James

Martin James  
Senior Assistant Chief Accountant