



DIVISION OF
CORPORATION FINANCE

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

July 9, 2012

Gerald F. Sullivan
Chief Financial Officer
Sibling Entertainment Group Holdings, Inc.
1201 Peachtree St. NE
Bldg 400 Ste 200
Atlanta, GA 30361

**Re: Sibling Entertainment Group Holdings, Inc.
Form 10-K for year ended December 31, 2011
Filed April 30, 2012
File No. 000-28311**

**Form 10-K/A for year ended December 31, 2011
Filed July 6, 2012
File No. 000-28311**

Dear Mr. Sullivan:

We have reviewed your response dated July 6, 2012 and have the following 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 within ten business days by amending your filing, by providing the requested information, or by advising us when you will provide the requested response. If 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 filing and the information you provide in response to these comments, we may have additional comments.

Form 10-KA for Year Ended December 31, 2011 filed July 6, 2012

Item 9A. Controls and Procedures

Management's Report on Disclosure Controls and Procedures

1. The disclosure included here regarding identified material weaknesses in disclosure controls and procedures appears to preclude an assessment of "effective" as has been presented in the last sentence of this section. Please revise or substantiate your assertion that notwithstanding such material deficiencies, including the inability to timely file required quarterly and annual

filings, your disclosure controls and procedures are effective. We may have further comments upon review of your response.

General

2. Please ensure your next response letter includes the written statement requested in our previous letters to you. This statement should acknowledge that:
 - the company is responsible for the adequacy and accuracy of the disclosure in the filing;
 - staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; 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 filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable Exchange 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.

You may contact Amy Geddes at 202-551-3304 or Margery Reich at 202-551-3347 if you have questions regarding comments on the financial statements and related matters. Please contact me at 202-551-3211 with any other questions.

Sincerely,

/s/ Lyn Shenk for

David R. Humphrey
Branch Chief