



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

DIVISION OF
CORPORATION FINANCE

Mail Stop 4546

January 4, 2017

Via E-mail

Mr. Kevin G. Lafond
Vice President – Finance, Chief Accounting
Officer and Treasurer
ZIOPHARM Oncology, Inc.
One First Avenue
Parris Building 34
Navy Yard Plaza
Boston, Massachusetts 02129

**Re: ZIOPHARM Oncology, Inc.
Form 10-K for the Year Ended December 31, 2015
Filed February 24, 2016
File No. 001-33038**

Dear Mr. Lafond:

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.

Sincerely,

/s/ Sharon M. Blume

Sharon M. Blume
Accounting Branch Chief
Office of Healthcare and Insurance