



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

Mail Stop 3720

February 23, 2010

Neal S. Winneg
Executive Vice President and General Counsel
The Princeton Review, Inc.
111 Speen Street
Framingham, MA 01701

**Re: The Princeton Review, Inc.
Revised Proxy Statement on Schedule 14A
Filed February 19, 2010
File No. 0-32469**

Dear Mr. Winneg:

We have completed our review of your filing and have no further comments at this time.

Sincerely,

/s
Larry Spigel
Assistant Director

Cc: Edward A. King, Esq. (via facsimile)