



DIVISION OF
CORPORATION FINANCE

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

March 21, 2011

Lance E. D'Amico
Senior Vice President and General Counsel
UTi Worldwide Inc.
100 Oceangate, Suite 1500
Long Beach, CA 90802

**Re: UTi Worldwide Inc.
Form 10-K for the Fiscal Year Ended January 31, 2010
Filed March 29, 2010
Definitive Proxy Statement on Schedule 14A
Filed May 17, 2010
File No. 000-31869**

Dear Mr. D'Amico:

We have completed our review of your filings and do not have any further comments at this time.

Sincerely,

Julie F. Rizzo
Attorney-Advisor

cc (via fax): Mr. Lance E. D'Amico
(562) 552-9532