



DIVISION OF  
CORPORATION FINANCE

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

July 23, 2020

Brandon LaVerne  
Chief Financial Officer  
Ontrak, Inc.  
2120 Colorado Ave., Suite 230  
Santa Monica, CA 90404

**Re: Ontrak, Inc.**  
**Form 10-K for the Fiscal Year Ended December 31, 2019**  
**Filed March 16, 2020**  
**File No. 001-31932**

Dear Mr. LaVerne:

We have limited our review of your filing to the financial statements and related disclosures and have the following comment. In our comment, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this comment within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comment applies to your facts and circumstances, please tell us why in your response.

After reviewing your response to this comment, we may have additional comments.

Form 10-K for the Fiscal Year Ended December 31, 2019

Exhibits

1. We note that your officers' Section 906 certifications furnished in Exhibits 32.1 and 32.2 pursuant to Rule 13a-14(b) of the Exchange Act refer to the year ended December 31, 2018 rather than for the year ended December 31, 2019. Please file a full amendment to your Form 10-K which includes corrected and currently dated Section 906 certifications.

In closing, 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.

Brandon LaVerne  
Ontrak, Inc.  
July 23, 2020  
Page 2

You may contact Gary Newberry at (202) 551-3761 or Tara Harkins, Senior Accountant, at (202) 551-3639 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences