



DIVISION OF  
CORPORATION FINANCE

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

March 8, 2012

Via E-mail

Will Hogoboom  
Chief Financial Officer  
ZBB Energy Corporation  
N93 W14475 Whittaker Way  
Menomonee Falls, WI 53051

**Re: ZBB Energy Corporation  
Form 10-K for the Fiscal Year Ended June 30, 2011  
Filed September 8, 2011  
Forms 10-Q for Fiscal Quarters Ended September 30, 2011 and December  
31, 2011  
Filed November 14, 2011 and February 9, 2012  
File No. 001-33540**

Dear Mr. Hogoboom:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings 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 filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Andrew D. Mew

Andrew D. Mew  
Accounting Branch Chief

cc: Mark Busch, outside counsel