



DIVISION OF  
CORPORATION FINANCE

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

March 14, 2012

Via Email

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

**Re: ZBB Energy Corporation  
Registration Statement on Form S-1  
Filed February 16, 2012  
File No. 333-179541**

Dear Hogoboom:

We have limited our review of your registration statement to those issues we have addressed in our comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments.

General

1. We note that you have excluded information that you are not entitled to omit under Rule 430A. Please include this information with your next amendment and provide us with sufficient time to review your complete disclosure prior to any distribution of preliminary prospectuses.

Exhibits

2. Please file all required exhibits, such as the underwriting agreement, form of underwriters warrant and legal opinion, with your next amendment so that we may have sufficient time to review them before you request acceleration of the effective date of your registration statement.

3. We note that your Exhibit Index beginning on page 26 does not indicate that you intend to file a consent of your legal counsel as required by Section 7 of the Securities Act of 1933. Please also refer to Item 601(b)(23) of Regulation S-K. Please revise or advise.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event you request acceleration of the effective date of the pending registration statement please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

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Please contact Chris Chase, Attorney-Advisor, at (202) 551-3485, Brigitte Lippmann, Special Counsel, at (202) 551-3713 or me at (202) 551-3720 with any questions.

Sincerely,

/s/ Christopher F. Chase for

Mara L. Ransom  
Assistant Director

cc: Mark R. Busch  
K&L Gates  
Via Email