



DIVISION OF
CORPORATION FINANCE

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

July 17, 2012

Via E-mail

Mr. Charles Constanti
Chief Financial Officer
Procera Networks, Inc.
4121 Clipper Court
Fremont, CA 94538

**Re: Procera Networks, Inc.
Form 10-K & Form 10-K/A for the Fiscal Year Ended December 31, 2011
Filed March 15, 2012 & April 6, 2012, respectively
File No. 001-33691**

Dear Mr. Constanti:

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/ Kathleen Collins

Kathleen Collins
Accounting Branch Chief

cc: Via E-mail
Jeff Hartlin, Esq.
Paul Hastings, LLP