

Via Facsimile and U.S. Mail  
Mail Stop 6010

October 25, 2006

Harold E. Selick, Ph.D.  
Chief Executive Officer  
Threshold Pharmaceuticals, Inc.  
1300 Seaport Boulevard  
Redwood City, CA 94063

**Re: Threshold Pharmaceuticals, Inc.**  
**Form 10-K for Fiscal Year Ended December 31, 2005**  
**Filed March 28, 2006**  
**File No. 000-51136**

Dear Dr. Selick:

We have completed our review of your Form 10-K and have no further comments at this time.

Sincerely,

Jim Atkinson  
Accounting Branch Chief