

Mail Stop 4720

April 5, 2010

Dr. Harold E. Selick  
Chief Executive Officer  
Threshold Pharmaceuticals, Inc.  
1300 Seaport Boulevard, Suite 500  
Redwood City, CA 94063

**Re: Threshold Pharmaceuticals, Inc.  
Preliminary Proxy Statement on Schedule 14A  
Filed March 24, 2010  
Amendment No. 1 filed April 1, 2010  
File No. 001-32979**

Dear Dr. Selick:

We have completed our review of your preliminary proxy statement on Schedule 14A and have no further comments at this time.

Sincerely,

Jeffrey P. Riedler  
Assistant Director

cc: Stephen B. Thau  
Morrison & Foerster LLP  
755 Page Mill Road  
Palo Alto, CA 94304  
Fax: 650-494-0792