



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

October 9, 2009

Mail Stop 4631

**Via U.S. mail and facsimile @ (617) 345-3299**

Zuosheng Yu  
Chairman and Chief Executive Officer  
General Steel Holdings, Inc. c/o Stephen D. Brook, Esq.  
Burns & Levinson LLP  
125 Summer Street  
Boston, MA 02110

Re: **General Steel Holdings, Inc.**  
**Registration Statement on Form S-3 Amendment No.2**  
**Filed on: October 6, 2009**  
**File No.: 333-161585**

Dear Mr. Yu:

We have limited our review of your filing to those issues we have addressed in our comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

1. We note your revised disclosure in response to comment one of our letter dated October 1, 2009. Please revise to clearly state that you are responsible for the disclosure in the prospectus regardless of the third party disclaimer. Further, your disclosure appears to imply that a third party's consent maybe required for inclusion of related information in the prospectus. Please confirm to us that this information is publicly available and it was not sponsored or funded by you. Please revise your prospectus disclosure to remove ambiguities regarding the need to obtain a third party's consent.

**Description of Debt Securities, page 17**

2. We note the revised disclosure in the fifth introductory paragraph that the summaries are "subject to and qualified in their entirety by reference to the provisions of the indenture..." Please refer to comment two in our letter dated September 17, 2009 and revise accordingly.

3. We note the disclosure in paragraph (10) on page 22. Please refer to comment three in our letter dated September 17, 2009 and revise accordingly. Please also revise the form of indenture accordingly.

Part II – Information Not Required in Prospectus

Exhibit 5.1 Legal Opinion of Burns & Levinson LLP

4. We note the revised opinion pursuant to which counsel states that it is not admitted to practice in the State of Nevada. Counsel may not qualify its opinion in this manner. Please have counsel revise its opinion accordingly.

\* \* \*

As appropriate, please amend your filing and respond to these comments. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

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 all information required under the Securities Act of 1933 and that they have provided all information investors require for an informed investment decision. 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 the company requests acceleration of the effective date of the pending registration statement, it should furnish a letter, at the time of such request, 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.

Zuosheng Yu  
General Steel Holdings, Inc.  
October 9, 2009  
Page 3

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in connection with our review of your filing or in response to our comments on your filing.

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. We will act on the request and, pursuant to delegated authority, grant acceleration of the effective date.

We direct your attention to Rules 460 and 461 regarding requesting acceleration of a registration statement. Please allow adequate time after the filing of any amendment for further review before submitting a request for acceleration. Please provide this request at least two business days in advance of the requested effective date.

You may contact Era Anagnosti, Staff Attorney, at (202) 551-3369 or Andrew Schoeffler, Senior Staff Attorney, at (202) 551-3748 with any questions.

Sincerely,

Pamela A. Long  
Assistant Director