



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 3030

December 19, 2017

Via E-mail

Todd Newton  
Chief Executive Officer  
Apollo Endosurgery Inc.  
1120 South Capital of Texas Highway  
Building 1, Suite 300  
Austin, Texas 78746

**Re: Apollo Endosurgery, Inc.  
Registration Statement on Form S-3  
Filed December 4, 2017  
File No. 333-221893**

Dear Mr. Newton:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Tom Jones at (202) 551-3602 with any questions.

Sincerely,

/s/ Tom Jones for

Amanda Ravitz  
Assistant Director  
Office of Electronics and Machinery

cc: Mark B. Weeks