

Room 4561

June 16, 2009

Arun Chandra  
Chief Executive Officer  
SumTotal Systems, Inc.  
1808 North Shoreline Boulevard  
Mountain View, CA 94043

**Re: SumTotal Systems, Inc.  
Revised Preliminary Proxy Statement  
Filed May 29, 2009  
File No. 000-50640**

Dear Mr. Chandra:

We have completed our review of your filing and have no further comments at this time.

Sincerely,

Matthew Crispino  
Staff Attorney

cc: Via Facsimile (650) 493-6811  
Bradley L. Finkelstein, Esq.  
Wilson Sonsini Goodrich & Rosati