



DIVISION OF  
CORPORATION FINANCE

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

November 16, 2021

Andrew Fox  
Chief Executive Officer  
Charge Enterprises, Inc.  
125 Park Avenue, 25th Floor  
New York, NY 10017

**Re: Charge Enterprises, Inc.**  
**Amendment No. 7 to Registration Statement on Form S-1**  
**Filed November 9, 2021**  
**File No. 333-253073**

Dear Mr. Fox:

We have reviewed your amended registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments. Unless we note otherwise, our references to prior comments are to comments in our November 8, 2021 letter.

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Director Independence, page 65

1. We note your response to comment 1. Please tell us whether the Board considered Mr. Scala, your Secretary and director, in determining director independence under the rules of the Nasdaq Stock Market LLC. If they did, please revise to state as much and disclose whether you intend to have a Board comprised of a majority of independent directors.

Andrew Fox  
Charge Enterprises, Inc.  
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Please contact Cara Wirth at (202) 551-7127 or Mara Ransom at (202) 551-3264 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Trade & Services

cc: Stephen Cohen, Esq.