



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4628

January 7, 2016

Via E-mail

Donald Walford  
Chief Executive Officer  
T-Rex Oil, Inc.  
520 Zang St., Suite 250  
Broomfield, CO 80021

**Re: T-Rex Oil, Inc.**  
**Form 10-K for Fiscal Year Ended**  
**March 31, 2015**  
**Filed July 16, 2015**  
**File No. 000-51425**

Dear Mr. Walford:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. 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 the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Ethan Horowitz

Ethan Horowitz  
Branch Chief  
Office of Natural Resources