



DIVISION OF
CORPORATION FINANCE

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

Mail Stop 4561

December 5, 2008

Albert J. Finch
Chief Executive Officer
OptimumBank Holdings, Inc.
2477 East Commercial Boulevard
Fort Lauderdale, FL 33308

**Re: OptimumBank Holdings, Inc.
Amendment No. 1 to Preliminary Proxy Statement on Schedule 14A
Filed November 28, 2008
File No. 000-50755**

Dear Mr. Finch:

We have completed our review of your Preliminary Proxy Statement on Schedule 14A and have no further comments at this time.

Sincerely,

Kathryn McHale
Staff Attorney