



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

DIVISION OF  
CORPORATION FINANCE

October 11, 2012

Via E-mail

David Pritchard  
Chief Executive Officer  
Kalobios Pharmaceuticals, Inc.  
260 East Grand Avenue, South  
San Francisco, CA 94080

**Re: Kalobios Pharmaceuticals, Inc.  
Registration Statement on Form 10-12G  
Filed June 12, 2012  
File No. 000-54735**

Dear Mr. Pritchard:

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/ Jeffrey P. Riedler

Jeffrey P. Riedler  
Assistant Director

cc: Via E-mail  
Bennett L. Yee, Esq.  
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