



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

October 21, 2010

Anthony R. Verdi  
Chief Financial Officer  
Health Benefits Direct Corporation  
150 N. Radnor-Chester Road, Suite B-101  
Radnor, PA 19087

**Re: Health Benefits Direct Corporation**  
**Revised Preliminary Proxy Statement on Schedule 14A**  
**Filed October 20, 2010**  
**File No. 000-51701**

Dear Mr. Verdi:

We have completed our review of your filing and have no further comments at this time on the specific issues raised.

Sincerely,

Mark P. Shuman  
Legal Branch Chief

cc: Via facsimile at (877) 432-9652  
James W. McKenzie  
Morgan, Lewis & Bockius LLP