



DIVISION OF
CORPORATION FINANCE

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

November 16, 2010

Mr. John A. Marhofer, Jr.
Chief Financial Officer
Cleveland BioLabs, Inc.
73 High Street,
Buffalo, New York 14203

**Re: Cleveland BioLabs, Inc.
Form 10-K for the Fiscal Year Ended December 31, 2009
Filed on March 22, 2010
File No. 001-32954**

Dear Mr. Marhofer:

We have completed our review of your filing and do not have any further comments at this time.

Sincerely,

Gus Rodriguez
Accounting Branch Chief