



DIVISION OF  
CORPORATION FINANCE

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

January 20, 2010

Allan L. Shaw  
Chief Financial Officer  
NewLead Holdings Ltd.  
18 Zerva Nap.  
Glyfada, 166 75 Greece

Re: **NewLead Holdings Ltd.**  
**Form 20-F for the fiscal year ended December 31, 2008**  
**File No. 001-32520**

Dear Mr. Shaw:

We have completed our review of your Form 20-F and have no further comments at this time.

Sincerely,

Lyn Shenk  
Branch Chief