



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