



DIVISION OF  
CORPORATION FINANCE

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

August 16, 2018

Edwin Negron-Carballo  
Chief Financial Officer  
Celsius Holdings, Inc.  
2424 N Federal Highway  
Suite 206  
Boca Raton, Florida 33431

**Re: Celsius Holdings, Inc.**  
**Form 10-K for the year ended December 31, 2017**  
**Filed March 8, 2018**  
**File No. 001-34611**

Dear Mr. Negron-Carballo:

We have limited our review of your filing to the financial statements and related disclosures and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to these comments within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comments apply to your facts and circumstances, please tell us why in your response.

After reviewing your response to these comments, we may have additional comments.

Form 10-K for the year ended December 31, 2017

Item 9.A. Controls and Procedures

Management's report on internal control over financial reporting, page 22

1. Please revise to include a statement identifying the framework used by management to evaluate the effectiveness of the Company's internal control over financial reporting. Refer to Item 308 of Regulation S-K for guidance. Also, your current disclosures on page 23 indicate that your Interim President and Chief Executive Officer and your Chief Financial Officer conducted an evaluation of the effectiveness of the design and operation of your disclosure controls and procedures and determined they were effective. Please revise to provide management's assessment and conclusion with respect to the effectiveness of your internal control over financial reporting as of the end of the

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Company's most recent fiscal year as required by Item 308 of Regulation S-K.

In closing, we remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

You may contact Linda Cvrkel, Staff Accountant at (202)551-3813 or Joel Parker, Senior Assistant Chief Accountant at (202)551-3651 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Beverages, Apparel and  
Mining