



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

DIVISION OF
CORPORATION FINANCE

Mail Stop 4631

February 10, 2016

Via E-mail

Mr. Edward Bernstein
Chief Executive Officer and Interim Chief Financial Officer
Andalay Solar, Inc.
48900 Milmont Drive
Freemont, CA 94538

RE: Andalay Solar, Inc.
Form 10-K for the Year Ended December 31, 2014
Filed April 15, 2015
File No. 1-33695

Dear Mr. Bernstein:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ John Cash

John Cash
Accounting Branch Chief
Office of Manufacturing and
Construction