



DIVISION OF  
CORPORATION FINANCE

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

February 3, 2022

Joshua Disbrow  
Chief Executive Officer  
Aytu Biopharma, Inc.  
373 Inverness Parkway, Suite 206  
Englewood, Colorado 80112

**Re: Aytu Biopharma, Inc.**  
**Form 10-K for the Fiscal Year Ended June 30, 2021**  
**Filed September 28, 2021**  
**File No. 001-38247**

Dear Mr. Disbrow:

We have reviewed your February 2, 2022 response to our comment letter and have the following comment. In our comment, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this comment 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 comment applies to your facts and circumstances, please tell us why in your response.

After reviewing your response to the comment, we may have additional comments. Unless we note otherwise, our reference to prior comment is to the comment in our January 26, 2022 letter.

Form 10-K for the Fiscal Year Ended June 30, 2021

Item 9A. Controls and Procedures, page 106

1. Reference your response to prior comment 3 that your "internal control over financial reporting is effective *with the exception of the material weakness noted above.*" Item 308(a)(3) of Regulation S-K prohibits management from concluding internal control over financial reporting is effective when one or more material weaknesses exist. Please amend the filing to comply with Item 308(a)(3) of Regulation S-K or explain to us why no such revision is required.

Joshua Disbrow  
Aytu Biopharma, Inc.  
February 3, 2022  
Page 2

You may contact Kristin Lochhead at (202) 551-3664 or Brian Cascio, Accounting Branch Chief, at (202) 551-3676 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences