



DIVISION OF
CORPORATION FINANCE

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

September 24, 2014

Via E-mail

Charles P. Theuer, M.D., Ph.D.
President and Chief Executive Officer
TRACON Pharmaceuticals, Inc.
8910 University Center Lane, Suite 700
San Diego, California 92122

**Re: TRACON Pharmaceuticals, Inc.
Amendment No. 1 to
Draft Registration Statement on Form S-1
Submitted September 15, 2014
CIK No. 0001394319**

Dear Dr. Theuer:

We have reviewed your amended draft registration statement and have the following comment.

Please respond to this letter by providing the requested information and either submitting an amended draft registration statement or publicly filing your registration statement on EDGAR. If you do not believe our comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing the information you provide in response to this comment and your amended draft registration statement or filed registration statement, we may have additional comments.

License Agreement with Roswell Park Cancer Institute . . . , page 106

1. We note that your agreement obligates you to pay a Sponsored Research Fee. Please amend your disclosure to identify the amount of this fee and briefly describe your obligations to make this payment under the RPCI license agreement.

If you intend to respond to these comments with an amended draft registration statement, please submit it and any associated correspondence in accordance with the guidance we provide in the Division's October 11, 2012 announcement on the SEC website at <http://www.sec.gov/divisions/corpfin/cfannouncements/drsfilingprocedures101512.htm>.

Charles P. Theuer, M.D., Ph.D.
TRACON Pharmaceuticals, Inc.
September 24, 2014
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You may contact Ibolya Ignat at (202) 551-3656 or Jim Rosenberg at (202) 551-3679 if you have questions regarding comments on the financial statements and related matters. Please contact Matthew Jones at (202) 551-3786, John Krug at (202) 551-3862, or me at (202) 551-3715 with any other questions.

Sincerely,

/s/ Daniel Greenspan *for*

Jeffrey P. Riedler
Assistant Director

cc: Charles S. Kim, Esq.
Sean M. Clayton, Esq.
Kristin E. VanderPas, Esq.
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