



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4546

June 19, 2017

Christopher D.T. Guiffre  
President and Chief Executive Officer  
Cerulean Pharma Inc.  
35 Gatehouse Drive  
Waltham, MA 02451

**Re: Cerulean Pharma Inc.  
Amendment No. 2 to the  
Preliminary Proxy Statement on Schedule 14A  
Filed June 13, 2017  
File No. 001-36395**

Dear Mr. Guiffre:

We have completed our review of your filing. 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.

Sincerely,

/s/ Erin K. Jaskot, *for*

Suzanne Hayes  
Assistant Director  
Office of Healthcare and Insurance

Cc: Hal J. Leibowitz, Esq.  
Wilmer Cutler Pickering Hale and Dorr LLP