



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-0405

Mail Stop 3561

August 14, 2008

Harris A. Lichtenstein, Ph.D.,  
President and Chief Executive Officer  
Omnimmune Holdings, Inc.  
4600 Post Oak Place, Suite 352  
Houston, Texas 77027

**Re: Omnimmune Holdings, Inc.**  
**Item 4.01 Form 8-K**  
**Filed August 12, 2008**  
**File No. 333-145507**

Dear Dr. Lichtenstein:

We have reviewed your filing and have the following comments. We have limited our review to Item 4.01 of the above-referenced filing. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filings. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to contact us at the telephone numbers listed at the end of this letter.

Item 4.01 Form 8-K filed August 12, 2008

1. We note your disclosure in the first paragraph that you dismissed your former accountants effective as of August 7, 2008. However, in the third paragraph you disclose that the date of dismissal was February 8, 2008. Please revise as appropriate to correct the inconsistent disclosures. In doing so, revise your disclosures in the first paragraph to clarify the date you actually dismissed Schumacher rather than the effective date of the dismissal. Refer to paragraph (a)(1)(i) of Item 304 of Regulation S-B.

2. We note that Schumacher only reported on your financial statements for the most recent fiscal year. Please disclose that fact in the second paragraph. See Item 304(a)(1)(ii) of Regulation S-B.
3. We note from your disclosure that you requested Schumacher to provide a letter addressed to the Commission stating whether it agrees with the statements you made in the filing. Please note that this letter should be filed as an exhibit by amendment within 10 business days after the filing of the report or within two business days of its receipt. Please also note that you are required to file the letter required by Item 304(a)(3) of Regulation S-B as an exhibit to your amended filing as well.

As appropriate, please amend your filing and respond to these comments within five business days or tell us when you will respond. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested information as an EDGAR correspondence file. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosures in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert this action as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

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In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in connection with our review of your filing or in response to our comments on your filing.

If you have any questions regarding these comments, please direct them to me at (202) 551-3322. In my absence, you may direct your questions to Bill Thompson, Accounting Branch Chief, at (202) 551-3344.

Sincerely,

Ta Tanisha Meadows  
Staff Accountant