



DIVISION OF  
CORPORATION FINANCE

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

October 26, 2012

Via E-mail

Kexuan Yao  
Chief Executive Officer  
China Armco Metals, Inc.  
One Waters Park Drive, Suite 98  
San Mateo, CA 94403

**Re: China Armco Metals, Inc.  
Registration Statement on Form S-3  
Filed October 10, 2012  
File No. 333-184354**

Dear Mr. Yao:

We have limited our review of your registration statement to those issues we have addressed in our comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. Where you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments.

General

1. Please revise the prospectus cover page and throughout to disclose the aggregate dollar amount of securities being registered rather than the number of shares.
2. Please revise throughout to remove references to selling security holders or the resale of shares already outstanding as this appears to be a primary shelf offering.

About this Prospectus, page 1

3. Please revise your disclosure to clarify that, while it may add or update information, the prospectus supplement may not contradict information in this prospectus.

Signatures, page 25

4. Please revise to have your principal accounting officer or controller sign the registration statement in his or her individual capacity.

Exhibit 5.1

5. Please provide an opinion that the warrants will be binding obligations of the company and the preferred shares will be legally issued, fully paid and non-assessable. Please also revise the opinion regarding the common shares to state that they will be legally issued, fully paid and non-assessable.

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 Act of 1933 and all applicable Securities Act rules require. 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.

Notwithstanding our comments, in the event you request acceleration of the effective date of the pending registration statement please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

Kexuan Yao  
China Armco Metals, Inc.  
October 26, 2012  
Page 3

Please contact John Stickel at (202) 551-3324 or me at (202) 551-3469 with any questions.

Sincerely,

/s/ Justin Dobbie

Justin Dobbie  
Legal Branch Chief

cc: via E-mail  
Richard I. Anslow, Esq.