



DIVISION OF  
CORPORATION FINANCE

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

March 11, 2020

T. Riggs Eckelberry  
Chief Executive Officer  
OriginClear, Inc.  
525 S. Hewitt Street  
Los Angeles, California 90013

**Re: OriginClear, Inc.**  
**Amendment No. 1 to Offering Statement on Form 1-A**  
**Filed March 6, 2020**  
**File No. 024-11141**

Dear Mr. Eckelberry:

We have reviewed your amended offering statement 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 letter by amending your offering statement and providing the requested information. 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 any amendment to your offering statement and the information you provide in response to our comment, we may have additional comments. Unless we note otherwise, our references to prior comments are to comments in our February 19, 2020 letter.

Amendment No. 1 to Offering Statement on Form 1-A filed March 6, 2020

Incentives, page 10

1. Please revise to disclose the marketing promotions you intend to offer to investors to encourage them to invest in your offering.

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OriginClear, Inc.  
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You may contact Gary Newberry at 202-551-3761 or Kate Tillan at 202-551-3604 if you have questions regarding comments on the financial statements and related matters. Please contact Tim Buchmiller at 202-551-3635 or Suzanne Hayes at 202-551-3675 with any other questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: Gregory A. Sichenzia, Esq.