



DIVISION OF  
CORPORATION FINANCE

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

June 26, 2024

T. Riggs Eckelberry  
Chief Executive Officer  
OriginClear, Inc.  
13575 58th Street North, Suite 200  
Clearwater, FL 33760

**Re: OriginClear, Inc.**  
**Amendment No. 1 to Offering Statement on Form 1-A**  
**Filed on June 13, 2024**  
**File No. 024-12439**

Dear T. Riggs Eckelberry:

We have reviewed your amended offering statement and have the following comment.

Please respond to this letter by amending your offering statement and providing the requested information. If you do not believe a 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 this letter, we may have additional comments. Unless we note otherwise, any references to prior comments are to comments in our June 7, 2024 letter.

Amendment No. 1 to Offering Statement on Form 1-A

Selling Shareholders, page 59

1. We note your response to prior comment 1. However, we note your disclosure here appears to state that the Resale Shares will be part of the Primary Units, and that one Resale Share will be sold for every 36 Primary Units sold. Please revise to ensure the disclosure is consistent with disclosure elsewhere in the prospectus.

T. Riggs Eckelberry  
OriginClear, Inc.  
June 26, 2024  
Page 2

Please contact Lauren Pierce at 202-551-3887 or Jeff Kauten at 202-551-3447 with any other questions.

Sincerely,

Division of Corporation Finance  
Office of Technology

cc: J. Martin Tate