



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4720

February 15, 2018

Lydia Gavalis  
General Counsel and Secretary  
Hamilton Lane Incorporated  
One Presidential Blvd., 4th Floor  
Bala Cynwyd, PA 19004

**Re: Hamilton Lane Incorporated  
Draft Registration Statement on Form S-1  
Submitted February 12, 2018  
CIK No. 0001433642**

Dear Ms. Gavalis:

This is to advise you that we do not intend to review your registration statement.

We request that you publicly file your registration statement no later than 48 hours prior to the requested effective date and time. Please refer to Rules 460 and 461 regarding requests for acceleration. 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.

Please contact Eric Envall at (202) 551-3234 with any questions.

Sincerely,

/s/ Era Anagnosti

Era Anagnosti  
Acting Assistant Director  
Office of Financial Services