



DIVISION OF  
CORPORATION FINANCE

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

February 24, 2014

Via E-mail

Deng Rong Zhou  
Chief Executive Officer  
Xiangtian (USA) Air Power Co., Ltd.  
c/o Luck Sky International Investment Holdings Limited  
Unit 602 Causeway Bay Comm Bldg 1  
Sugar Street, Causeway Bay  
Hong Kong, People's Republic of China

**RE: Xiangtian (USA) Air Power Co., Ltd.**  
**Item 4.01 Form 8-K**  
**Filed August 19, 2013**  
**File No. 000-54520**

Dear Mr. Zhou:

We issued comments to you on the above captioned filing on September 13, 2013. As of the date of this letter, these comments remain outstanding and unresolved. We expect you to provide a complete, substantive response to these comments by March 6, 2014.

If you do not respond, we will, consistent with our obligations under the federal securities laws, decide how we will seek to resolve material outstanding comments and complete our review of this matter. Among other things, we may decide to release publicly, through the agency's EDGAR system, all correspondence, including this letter, relating to the review of this matter, consistent with the staff's decision to release publicly comment letters and response letters relating to matters it has reviewed. You can find more information about the staff's decision to release filing correspondence at <http://www.sec.gov/divisions/corpfin/cfannouncements/edgarcorrespondence.htm>, <http://www.sec.gov/news/press/2004-89.htm> and <http://www.sec.gov/news/press/2005-72.htm>.

Please contact Patrick Kuhn at (202) 551-3308 with any questions. You may also contact me at (202) 551-3380.

Sincerely,

/s/ Lyn Shenk

Lyn Shenk  
Branch Chief