



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 3030

February 27, 2018

Via E-mail

Timothy Young  
Chief Executive Officer  
HyperSolar, Inc.  
510 Castillo Street, Suite 320  
Santa Barbara, CA 93101

**Re: HyperSolar, Inc.**  
**Form 10-K for Fiscal Year Ended June 30, 2017**  
**Filed September 21, 2017**  
**File No. 000-54437**

Dear Mr. Young:

We have reviewed your filing 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 comment within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comment applies to your facts and circumstances, please tell us why in your response.

After reviewing your response to this comment, we may have additional comments.

Item 12. Security Ownership..., page 22

1. We note the number of shares underlying your convertible notes. Provide the disclosure that Regulation S-K Item 403(a) requires regarding beneficial owners of more than five percent of your voting securities, or advise. See Instruction 2 to Item 403. Also file the notes as exhibits to your Form 10-K.

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.

Timothy Young  
HyperSolar, Inc.  
February 27, 2018  
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Please contact Heather Percival at (202) 551-3498 or me at (202) 551-3617 with any questions.

Sincerely,

/s/ Russell Mancuso

Russell Mancuso  
Branch Chief  
Office of Electronics and Machinery

cc: Marcelle Balcombe  
Sichenzia Ross Ference Kesner LLP