



DIVISION OF
CORPORATION FINANCE

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

May 20, 2013

Via Email

Brian McFadden
Chief Executive Officer
Pub Crawl Holdings Inc.
801 West Bay Drive, Suite 470
Largo, Florida 33770

**Re: Pub Crawl Holdings Inc.
Current Report on Form 8-K
Filed November 29, 2012
Amendment No. 1 to Current Report on Form 8-K
Filed November 30, 2012
Amendment No. 2 to Current Report on Form 8-K
Filed April 22, 2013
File No. 000-54635**

Dear Mr. McFadden:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Mark P. Shuman

Mark P. Shuman
Branch Chief - Legal