



DIVISION OF  
CORPORATION FINANCE

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

March 1, 2013

Via E-mail

Robert J. Stevens  
Chief Executive Officer  
Preventia, Inc.  
36 Toronto St., Suite 1150  
Toronto, ON M5C 2C5

**Re: Preventia, Inc.  
Preliminary Information Statement on Schedule 14C  
Filed February 19, 2013  
File No. 000-54466**

Dear Mr. Stevens:

We have limited our review of your filing to those issues we have addressed in our comments. In our comment, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter within ten business days by amending your filing, by providing the requested information, or by advising us when you will provide the requested response. If you do not believe our 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 filing and the information you provide in response to our comment, we may have additional comments.

General

1. Please tell us, and revise to clarify, whether you believe that your proposals were approved and effective under Nevada law when you filed your amended articles of incorporation with the state on May 29, 2012. In your response, please specify the date the proposals were approved by shareholders and identify the shareholders and the number of shares beneficially owned by each at the time the consents were given. From your disclosure, it appears that you may have obtained written consents in May 2012 and again in November 2012, triggering a filing obligation under Regulation 14A in each instance.

2. It appears that you have issued a significant number of shares of common stock subsequent to the time you amended your articles of incorporation in May 2012 to increase the number of authorized shares. We note specifically that the number of shares outstanding increased to 395,120,000 as of September 30, 2012. For each sale of common stock that occurred beyond the 25,000,000 shares initially authorized to date, please provide us with material information relating to each sale such as the date and amount of securities sold and the aggregate offering price.
3. If you conclude that the amendment to your articles of incorporation to increase the number of authorized shares was not effective in May 2012, as you seem to indicate in your Information Statement, please expand your disclosure to address clearly and unambiguously the implications of this conclusion. Specifically, it appears that you should discuss your beliefs regarding when and how any corrective measures taken on your part rendered, or will render, effective the amendment to increase the number of authorized shares. In addition, it appears that you should disclose the consequences to you if you have issued unauthorized shares since May 2012.
4. It is unclear whether your Information Statement seeks to satisfy your filing and disclosure obligations with respect to the May 2012 or November 2012 solicitation of consents, and whether it was timely in either event. Please provide your analysis. Ensure that your statement contains all required disclosure relating to each corporate action covered by the schedule.

#### Security Ownership of Management and Principal Stockholders

5. Please revise your beneficial ownership table so that it reflects the beneficial ownership of your shareholders as of the most recent practicable date. We note that the information provided is as of the record date of September 30, 2012.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable Exchange Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In responding to our comments, please provide a written statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and

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- 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.

Please feel free to contact Edwin Kim, Attorney-Advisor, at (202) 551-3297 or, in his absence, me at (202) 551-3457 with any questions.

Sincerely,

/s/ Maryse Mills-Apenteng

Maryse Mills-Apenteng  
Special Counsel

cc: Via E-mail  
Zachary Walker, Esq.  
J.M. Walker & Associates