



DIVISION OF  
CORPORATION FINANCE

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

June 14, 2011

Mr. Richard A. Rappaport, President and Director  
WRASP 33, Inc.  
4737 North Ocean Drive  
Suite 207  
Lauderdale by the Sea, FL 33308

**Re: WRASP 33, Inc.**  
**Registration Statement on Form 10-12G**  
**Filed January 31, 2011**  
**File No. 000-54266**

Dear Mr. Rappaport:

We have completed our review of your filing. 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 filing 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 filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ David Link for

John Reynolds  
Assistant Director