



DIVISION OF  
CORPORATION FINANCE

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

April 22, 2015

Robert Michelson  
Chief Executive Officer  
RMG Networks Holding Corporation  
15301 Dallas Parkway, Suite 500  
Addison, Texas 75001

**Re: RMG Networks Holding Corporation**  
**Preliminary Proxy Statement on Schedule 14A**  
**Filed on April 9, 2015**  
**File No. 001-35534**

Dear Mr. Michelson:

We have completed our review of your filing. We remind you that our comment or changes to disclosure in response to our comment 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/ Maryse Mills-Apenteng

Maryse Mills-Apenteng  
Special Counsel