



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4561

October 20, 2016

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

**Re: RMG Networks Holding Corporation  
Registration Statement on Form S-3  
Filed October 11, 2016  
File No. 333-214043**

Dear Mr. Michelson:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. 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.

Please contact Gabriel Eckstein at (202) 551-3286 with any questions.

Sincerely,

/s/ Jan Woo

Jan Woo  
Branch Chief—Legal  
Office of Information  
Technologies and Services

cc: Ameer Ahmad, Esq.  
Greenberg Traurig, LLP