



DIVISION OF  
CORPORATION FINANCE

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

December 19, 2013

Via E-mail

Todd A. Brooks  
President and Chief Executive Officer  
ZaZa Energy Corporation  
1301 McKinney Street, Suite 2850  
Houston, TX 77010

**Re: ZaZa Energy Corporation  
Post-Effective Amendment No. 7 to Form S-1  
Filed December 10, 2013  
File No. 333-184036**

Dear Mr. Brooks:

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

Please respond to this letter by amending your registration statement and providing the requested information. Where you do not believe our comments apply 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 registration statement and the information you provide in response to these comments, we may have additional comments.

Post-Effective Amendment No. 7 to Form S-1

General

1. We note your response to prior comment one. However, your original registration statement on Form S-1, as amended by pre-effective Amendment No. 1 to Form S-1, registered the resale of (1) 27,226,223 shares underlying warrants, and (2) 5,335,000 shares acquired via private transactions. Therefore it does not appear that the resale of the additional 207,021 shares underlying the warrants was covered by your registration statement. We reissue prior comment one.

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 Act of 1933 and all applicable Securities 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.

Notwithstanding our comments, before we can declare the amended registration statement effective, the company should provide us with a letter, acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please contact Caroline Kim at (202) 551-3878 or Laura Nicholson at (202) 551-3237 with any questions.

Sincerely,

/s/H. Roger Schwall

H. Roger Schwall  
Assistant Director

cc: J. Mark Metts  
Sidley Austin LLP