



DIVISION OF  
CORPORATION FINANCE

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

June 9, 2017

Martin Driscoll  
President and Chief Executive Officer  
Spring Bank Pharmaceuticals, Inc.  
86 South Street  
Hopkinton, MA 01748

**Re: Spring Bank Pharmaceuticals, Inc.  
Registration Statement on Form S-3  
Filed June 1, 2017  
File No. 333-218399**

Dear Mr. Driscoll:

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 Johnny Gharib at (202) 551-3170 with any questions.

Division of Corporation Finance  
Office of Healthcare & Insurance

cc: Megan Gates, Esq.