



DIVISION OF  
CORPORATION FINANCE

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

June 7, 2021

Teofilo Raad  
Chief Executive Officer and President  
Pulmatrix, Inc.  
99 Hayden Avenue, Suite 390  
Lexington, MA 02421

**Re: Pulmatrix, Inc.**  
**Registration Statement on Form S-3**  
**Filed May 26, 2021**  
**File No. 333-256502**

Dear Mr. Raad:

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 Tom Kluck at 202-551-3233 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: Rick Werner