



DIVISION OF  
CORPORATION FINANCE

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

June 17, 2013

Via E-mail

Michael Kang  
Liquidating Trustee  
ShengdaTech Liquidating Trust  
c/o Alvarez & Marsal Holdings, LLC  
100 Pine Street, Suite 900  
San Francisco, California 94111

**Re: ShengdaTech Liquidating Trust  
Registration Statement on Form 10-12G, as amended  
Filed April 30, 2013  
File No. 000-54945**

Dear Mr. Kang:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments 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/ Era Anagnosti

*for* Pamela Long  
Assistant Director