



DIVISION OF
CORPORATION FINANCE

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

June 11, 2014

Via E-mail

Stephen Kirkwood
JGWPT Holdings Inc.
Executive Vice President, General Counsel and Corporate Secretary
201 King of Prussia Road
Radnor, PA 19087

**Re: JGWPT Holdings Inc.
Registration Statement on Form S-1
Filed May 21, 2014
File No. 333-196146
Form 10-Q for the Quarter Ended March 31, 2014
Filed May 15, 2014
File No. 001-36170**

Dear Mr. Kirkwood:

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.

Registration Statement on Form S-1

Prospectus Cover Page

1. Revise the first paragraph to present the information using bullets instead of the parentheticals. In this regard, revise the first bullet to address the surrender of Class B shares as part of the exchange. Revise the second bullet to indicate the amount of additional Class A shares already held (13,078,023 less 12,313,397).

The Offering, page 4

2. Revise to disclose the exercise price of the warrants. In addition, revise to disclose the number of Class B and Class C shares outstanding before and after the offering.

Selling Stockholders, page 9

3. Please revise to include the information required by Item 507 of Regulation S-K in a pre-effective amendment to the registration statement.
4. Please advise the staff whether each selling stockholder is a broker-dealer or an affiliate, as defined by Rule 405, of a broker-dealer. Please tell us whether they acquired their securities as compensation for the professional services of the broker-dealer, or if the securities were acquired as investments.
5. For any registered broker-dealer who acquired the securities to be resold otherwise than as compensation securities for services, revise your disclosure to identify that registered broker-dealer as an underwriter of the securities to be resold.
6. If any of the selling stockholders are affiliates of broker-dealers (but not broker-dealers), then include disclosure indicating whether those broker-dealer affiliates:
 - purchased the securities in the ordinary course of business; and
 - at the time of the purchase, the seller had no agreements or understandings, *directly or indirectly*, with any person to distribute the securities.
7. Unless you indicate that these two conditions are met, it appears you should indicate that the broker-dealer affiliates *are* underwriters. Please revise accordingly, or tell us why you don't believe any broker-dealer affiliate offering shares for resale is unable to make the above representations is not acting as an underwriter. We may have further comment.
8. With respect to each selling stockholder that is not a natural person, please identify the natural person or persons who exercise sole or shared voting and/or dispositive powers over the securities.

Form 10-Q for the Quarter Ended March 31, 2014

Part I. Financial Information, page 1

9. The staff notes that the economic interests of Holdings, LLC by the non-controlling Common Interestholders and Holdings, Inc. as disclosed in the first full paragraph on page 9 in Note 1 do not appear to reconcile to the Net Income split on page 3 in the Condensed Combined Statement of Operations. Please reconcile for the staff.

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

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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, in the event you request acceleration of the effective date of the pending registration statement please provide a written statement from the company 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 refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

Please contact Erin Purnell at (202) 551-3454 or me at (202) 551-3434 with any questions.

Sincerely,

/s/ Michael Clampitt

Michael R. Clampitt
Senior Staff Attorney

cc. Andrea Nicholas
Skadden Arps