



DIVISION OF
CORPORATION FINANCE

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

January 27, 2014

Via E-mail

William Jensen
Chief Executive Officer
Intrawest Resorts Holdings, Inc.
1621 18th Street, Suite 300
Denver, CO 80202

**Re: Intrawest Resorts Holdings, Inc.
Amendment No. 3 to Registration Statement on Form S-1
Filed January 21, 2014
File No. 333-192252**

Dear Mr. Jensen:

We have reviewed your responses to the comments in our letter dated January 17, 2014 and have the following additional comments.

Preliminary Financial Results for the Three and Six Months Ended Dec. 31, 2013, page 9

1. We note that you have provided a preliminary range of results for revenues, net loss, revenues by segment, and segment EBITDA for the three and six months ended December 31, 2013. Please revise your disclosure to explain why only partial results are presented. In this regard, please tell us why you have not presented segment operating expenses and operating income, but have presented segment adjusted EBITDA. Item 10(e)(1)(i)(a) of Regulation S-K requires the presentation, in a position of equal or greater prominence, of the most directly comparable financial measure or measures calculated and presented in accordance with Generally Accepted Accounting Principles (GAAP).
2. As a related matter, please revise your disclosure to include the reconciliation and related disclosures required by Items 10(e)(1)(i)(b) and (c) of Regulation S-K. Please note that any reconciling items for segment adjusted EBITDA should be presented and discussed separately from the reconciliation to ensure compliance with Item 10(e) of Regulation S-K. In the alternative, consider removing the presentation of segment adjusted EBITDA, and replacing it with segment operating expenses and segment operating income.
3. Further, you also state that the final results are subject to your completion of fiscal quarter end adjustments. Please tell us the types of adjustments which may impact your final results, and why they are not yet complete. For example, if you are currently performing an impairment analysis, and that analysis is not yet complete, you should so state and offer an explanation of the barrier(s) to completion.

4. It appears that the revenues for your three segments do not sum to total revenues as presented in the table. Please revise your disclosure to explain this apparent discrepancy, or revise your tabular presentation to reconcile segment and total revenues.

Mountain revenue, page 10

5. We note from your disclosure here that season pass and frequency product sales increased 23.1% relative to the prior season, and that you expect the increase in skier visits to exceed the increase in mountain revenues, putting downward pressure on effective ticket price. Please revise the presentation here to include, in tabular form, by resort, the number and average price of season passes and frequency products sold for each period discussed. Please also revise your disclosure to include a discussion of the primary factors influencing this trend. For example, material changes in strategy regarding incentivizing purchases of season passes, such as special pricing or associated perks, should be discussed. Similar disclosure should be added to MD&A for each year and income statement is presented as this appears to constitute a known trend.

Summary Historical and Unaudited Pro Forma Condensed Consolidated Financial and Operating Information, page 14

6. It appears that the Pro Forma As Adjusted balance sheet information on page 15 gives effect to the offering proceeds from your anticipated sale of 3,125,000 common shares in this offering. Pro forma information may not reflect the receipt or application of offering proceeds. Please revise your pro forma information to remove any adjustments related to the receipt of offering proceeds.

Capitalization, page 39

7. It appears your Pro Forma As Adjusted information gives effect to the proceeds from the anticipated sale of 3,125,000 shares of your common stock in this offering. Pro forma financial information may not reflect the receipt or application of offering proceeds. Please revise your pro forma presentation accordingly to remove any offering proceeds.

Consolidated Financial Statements for the Year Ended June 30, 2013 and 2012

Note 21 – Subsequent Events, page F-45

8. Please revise the disclosure relating to the FY14 First Lien Loans to include all the material terms, including interest rate and maturity date.

William Jensen
Intrawest Resorts Holdings, Inc.
January 27, 2014
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You may contact Kristin Shifflett (202) 551-3381 or Amy Geddes at (202) 551-3304 if you have questions regarding comments on the financial statements and related matters. Please contact John Stickel at (202) 551-3324 or me at (202) 551-3859 with any other questions.

Sincerely,

/s/ John Dana Brown

John Dana Brown
Attorney Advisor

cc: Via E-mail
Gregory A. Fernicola, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP