



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4546

September 28, 2015

Via E-mail

Dr. David Toomey  
Chief Executive Officer  
Med-X, Inc.  
8236 Remmet Avenue  
Canoga Park, CA 91304

**Re: Med-X, Inc.  
Offering Statement on Form 1-A  
Filed August 27, 2015  
File No. 024-10472**

Dear Dr. Toomey:

We have reviewed your offering statement and have the following 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 offering statement and providing the requested information. If 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 offering statement and the information you provide in response to these comments, we may have additional comments.

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 Regulation A under the Securities Act requires. 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.

Use of Proceeds, page 7

1. Please revise your use of proceeds discussion to estimate the amounts you intend to spend on each identified use. If you expect that the amounts designated will not be sufficient to complete the identified project, the discussion should clarify the need for additional financing. For example, if the proceeds will not be sufficient to fully develop your planned Cannabis pharmacy automation system, please provide more information to explain how much additional financing you will need. Additionally,

provide information about the priority of each of these uses in the event that less than the maximum amount is raised in the offering.

We will consider qualifying your offering statement at your request. If a participant in your offering is required to clear its compensation arrangements with FINRA, please have FINRA advise us that it has no objections to the compensation arrangements prior to qualification.

In the event you ask us to qualify your offering statement, please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, qualify the filing, 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 qualifying the filing, 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/or qualification as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

You may contact Sasha Parikh at (202) 551-3627 or Sharon Blume at (202) 551-3474 if you have questions regarding comments on the financial statements and related matters. Please contact me at (202) 551-3675 with any other questions.

Sincerely,

/s/Suzanne Hayes  
Suzanne Hayes  
Assistant Director