



DIVISION OF  
CORPORATION FINANCE

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

April 5, 2022

Aaron S. Halfacre  
Chief Executive Officer, President and Director  
MODIV INC.  
120 Newport Center Drive  
Newport Beach, CA 92660

**Re: MODIV INC.**  
**Registration Statement on Form S-3**  
**Filed March 30, 2022**  
**File No. 333-263985**

Dear Mr. Halfacre:

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 Catherine De Lorenzo at 202-551-4079 or Ruairi Regan at 202-551-3269 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Real Estate & Construction

cc: Mark D. Stern, Esq.