



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

DIVISION OF  
CORPORATION FINANCE

April 3, 2024

Lawrence Kenyon  
Chief Financial Officer  
Outlook Therapeutics, Inc.  
485 Route 1 South  
Building F, Suite 320  
Iselin, New Jersey 08830

**Re: Outlook Therapeutics, Inc.**  
**Registration Statement on Form S-3**  
**Filed March 28, 2024**  
**File No. 333-278340**

Dear Lawrence Kenyon:

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 Cindy Polynice at 202-551-8707 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: Courtney Tygesson, Esq.