



DIVISION OF
CORPORATION FINANCE

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

March 6, 2018

Mail Stop 4631

Via E-Mail

Capstone Systems Inc.
Mr. Xu Jiyuan
Chief Financial Officer
25/F, First Trade Building, 985 Dong Fang Road, Pudong Xinqu
Shanghai, China, 200000

**Re: Capstone Systems Inc.
Form 10-K for Fiscal Year Ended May 31, 2017
Filed September 13, 2017
File No. 333-207100**

Dear Mr. Jiyuan:

We issued comments to you on the above captioned filing on February 16, 2018. As of the date of this letter, these comments remain outstanding and unresolved. We expect you to provide a complete, substantive response to these comments by March 20, 2018.

If you do not respond, we will, consistent with our obligations under the federal securities laws, decide how we will seek to resolve material outstanding comments and complete our review of your filing and your disclosure. Among other things, we may decide to release publicly, through the agency's EDGAR system, all correspondence, including this letter, relating to the review of your filing, consistent with the staff's decision to publicly release comment and response letters relating to disclosure filings it has reviewed.

You may contact Tracey McKoy, Staff Accountant, at (202) 551-3772 or, in her absence Tracie Mariner, Staff Accountant, at (202) 551- 3744 or, the undersigned Accounting Branch Chief at (202) 551-3355 with any questions.

Sincerely,

/s/ Terence O'Brien

Terence O'Brien
Accounting Branch Chief
Office of Manufacturing and
Construction