



DIVISION OF  
CORPORATION FINANCE

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

April 13, 2021

J. Jacob Isaacs  
Chief Executive Officer  
Fourth Wave Energy, Inc.  
75 E. Santa Clara St., 6th Floor  
San Jose, CA 95113

**Re: Fourth Wave Energy, Inc.  
Registration Statement on Form S-1  
Filed April 9, 2021  
File No. 333-255168**

Dear Mr. Isaacs:

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 David Gessert at 202-551-2326 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences