



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

DIVISION OF
CORPORATION FINANCE

Mailstop 3561

September 2, 2016

Kenneth T. Moore
President and Chief Executive Officer
PostAds, Inc.
201 S.E. 15th Terrace
Suite 203
Deerfield Beach, Florida 33431

Re: PostAds, Inc
Amendment No. 2 to Registration Statement on Form S-1
Filed August 8, 2016
File No. 333-208931

Dear Mr. Moore:

We have reviewed your amended registration 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 registration 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 registration statement and the information you provide in response to these comments, we may have additional comments. Unless we note otherwise, our references to prior comments are to comments in our February 25, 2016 letter.

Prospectus Summary

Financial Summary, page 7

1. At the top of page 7, you state that working capital as of June 30, 2016 is \$2,447. Please tell us how you calculated this amount or revise accordingly. Based on current assets of \$24,572 and current liabilities of \$37,019 on June 30, 2016, it appears your working capital is negative \$12,447. Please advise or revise.

Our Business, page 26

2. Please disclose the effect of existing or probable government regulations on your business. Please refer to Item 101(h)(4)(ix) of Regulation S-K.

Financial Statements for the Year Ended December 31, 2015

Note 2 – Going Concern, page F-16

3. We note disclosure throughout your filing that you have \$24,797 of cash on hand as of the date of the prospectus, August 5, 2016, and that you may be forced to cease operations if you are unable to sell shares, generate sufficient revenues or raise additional monies to fund operations. We assume that the cash on hand as of August 5, 2016 consists mainly of the August 4, 2016 receipt of a \$25,000 loan from shareholder Florence Weiss, which is due on December 4, 2016. Please advise if our assumption is incorrect. You also state that your operating expenses are currently \$6,000 a month and upon effectiveness of your registration statement will be \$11,000 a month, which allows for approximately two months of operations unless sufficient revenues are generated or additional funds are raised. We further note that your accountant's report includes an explanatory paragraph regarding substantial doubt about your ability to continue as a going concern. Please revise to include detailed disclosure of your *viable* plans to overcome your financial difficulties. If you do not have viable plans to overcome such difficulties then your financial statements should more appropriately be based on the assumption of liquidation. Refer to Section 607.02 of the Financial Reporting Codification.

You may contact Yong Kim, Staff Accountant, at (202) 551-3323 or James Allegretto, Senior Assistant Chief Accountant, at (202) 551-3849 if you have questions regarding comments on the financial statements and related matters. Please contact Danilo Castelli, Staff Attorney, at (202) 551-6521, Lisa Kohl, Legal Branch Chief, at (202) 551-3252, or me at (202) 551-3720 with any other questions.

Sincerely,

/s/ Jim Allegretto for

Mara L. Ransom
Assistant Director
Office of Consumer Products

cc: Brenda Hamilton, Esq.