



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 4561

October 11, 2016

Wouter A. Fouche  
Chief Executive Officer  
UPAY, Inc.  
3010 LBJ Freeway, 12<sup>th</sup> Floor  
Dallas, TX 75234

**Re: UPAY, Inc.**  
**Amendment No. 2 to Registration Statement on Form S-1**  
**Filed August 11, 2016**  
**File No. 333-212447**

Dear Mr. Fouche:

Our preliminary review of your registration statement indicates that it fails to include an updated consent from your independent accountant. Therefore, we will not perform a detailed examination of the registration statement and we will not issue comments. We suggest that you consider filing a substantive amendment to correct this deficiency. As you prepare your amended document, please be aware of the financial statement updating requirements of Rule 8-08 of Regulation S-X.

If you were to request acceleration of the effective date of the registration statement in its present form, we would likely recommend that the Commission deny your request.

Sincerely,

/s/ Katherine Wray

Katherine Wray  
Attorney-Adviser  
Office of Information Technologies  
and Services