



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4631

February 6, 2017

Via E-Mail

Ms. Iryna Kologrim  
President and Chief Executive Officer  
Clancy Corp.  
str. Vizantiou 28, Strovolos  
Lefkosia, Cyprus, 2006

**Re: Clancy Corp.  
Amendment No. 2 to Registration Statement on Form S-1  
Filed January 23, 2017  
File No. 333-213698**

Dear Ms. Kologrim:

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 December 23, 2016 letter.

General

1. We note your response to comment three in our letter dated December 23, 2016. Please revise your disclosures to include the material terms of your contract with Afrodita.

Outside Front Cover page of the Registration Statement

2. We note your response to comment four in our letter dated December 23, 2016. It appears that the correct agent for service is not listed. Please revise to include the name, address and telephone number of your current agent for service.
3. Please update the cover page to provide legible check marks or unchecked boxes.

Prospectus Summary, page 5

4. We note your response to comment two in our letter dated December 23, 2016. To the extent that you wish to provide updated disclosures regarding your revenues, then please reference a specific date rather than a reference to an amendment number. Please remove the reference to Amendment No. 1 on page 5.

Risk Factors, page 9

Because our principal assets are located outside of the United States . . . , page 12

5. We note your response to comment seven in our letter dated December 23, 2016. We reissue part of our comment eight in our letter dated October 13, 2016. Please revise this risk factor to discuss the difficulties associated with an investor's ability to: effect service of process within the United States against Ms. Kologrim; enforce United States court judgments based upon the civil liability provisions of the United States federal securities laws against Ms. Kologrim in the United States; enforce in a Cyprus court United States court judgments based on the civil liability provisions of the United States federal securities laws against Ms. Kologrim; and bring an original action in a Cyprus court to enforce liabilities based upon the United States federal securities laws against Ms. Kologrim.

Development, Production and Distribution, page 25

6. We note your response to comment 11 in our letter dated December 23, 2016. Please revise to clarify whether you intend to incorporate this website and its contents into your prospectus.

Financial Statements, page 37

Report of Independent Registered Public Accounting Firm, page 38

7. We note your response to comment 13 in our letter dated December 23, 2016; however, it does not appear that the auditors' report has been revised. Please have your auditor revise its report:
  - to provide an explanatory paragraph expressing that there is substantial doubt about your ability to continue as a going concern. Refer to AU Section 341 for guidance;
  - to revise the introduction and opinion paragraphs to specifically state that for the statements of operations, stockholders' equity, and cash flows, the period audited was from March 22, 2016 (date of inception) to July 31, 2016; and
  - to remove the reference to consolidated financial statements since it appears that you have no subsidiaries.

Note 8 – Income Taxes, page 45

Note 7 – Income Taxes, page 54

8. We note that certain items within your income tax disclosures are unclear. Please advise, or revise your disclosure and the deferred tax tables, for both periods presented, as follows:
- The deferred tax asset due to net operating loss carryforwards, and the related valuation allowance, at July 31, 2016 and October 31, 2016 appear to us to be \$408 and 2,508, respectively, based upon applying the 34% tax rate to your net operating losses. Please revise your tables accordingly. Refer to ASC 740-10-30-5; and
  - On page 45, please revise the second paragraph to state that the valuation allowance at July 31, 2016 was approximately \$408 and the net change in the valuation allowance during the period from inception to July 31, 2016 was \$408.

Note 9 – Subsequent Events, page 46

9. Please revise your disclosure to state that subsequent events were evaluated through January 23, 2017, as you indicated in note 8 on page 55. Refer to ASC 855-10-50-1a for guidance.

Exhibit 23.1

10. We note your response to comment 18 in our letter dated December 23, 2016; however, it does not appear that the consent was revised. Please have your auditor revise its consent to include a statement acknowledging the reference to it as an expert in auditing and accounting as disclosed on page 36. Refer to Rule 436 of Regulation C.

Iryna Kologrim  
Clancy Corp.  
February 6, 2017  
Page 4

You may contact Dale Welcome, Staff Accountant at (202) 551-3865 or, in his absence, John Cash, Accounting Branch Chief at (202) 551-3768 if you have questions regarding comments on the financial statements and related matters. Please contact Sherry Haywood, Staff Attorney at (202) 551-3345 or Asia Timmons-Pierce, Staff Attorney at (202) 551-3754 with any other questions.

Sincerely,

/s/ Asia Timmons-Pierce, *for*

Pamela Long  
Assistant Director  
Office of Manufacturing and  
Construction

Cc: Via E-Mail  
Alan P. Fraade, Esq.