



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

DIVISION OF
CORPORATION FINANCE

Mail Stop 3233

June 19, 2018

Via E-Mail

Adam Berk
Chief Executive Officer
Stem Holdings, Inc.
777 Glades Road, Suite 203
Boca Raton, FL 33434

**Re: Stem Holdings, Inc.
Form PRE 14C
Filed June 1, 2018
Form PRE 14A
Filed June 12, 2018
File No. 000-55751**

Dear Mr. Berk:

We have completed our review of your filing. 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.

Sincerely,

/s/ Jennifer Gowetski

Jennifer Gowetski
Senior Counsel
Office of Real Estate and
Commodities

cc: Robert L. B. Diener, Esq.
Law Offices of Robert Diener