



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