



DIVISION OF
CORPORATION FINANCE

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

November 2, 2020

Adam Berk
Chief Executive Officer
Stem Holdings, Inc.
2201 NW Corporate Blvd.
Suite 205
Boca Raton, FL 33431

Re: Stem Holdings, Inc.
Form S-1
Filed October 21, 2020
File No. 333-249587

Dear Mr. Berk:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. 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.

Please contact Stacie Gorman at 202-551-3585 with any questions.

Sincerely,

Division of Corporation Finance
Office of Real Estate & Construction

cc: Robert L. B. Diener, Esq.