



DIVISION OF  
CORPORATION FINANCE

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

July 15, 2019

Stephen Chazen  
President, Chief Executive Officer and Chairman  
Magnolia Oil & Gas Corporation  
Nine Greenway Plaza, Suite 1300  
Houston, TX 77046

**Re: Magnolia Oil & Gas Corp**  
**Registration Statement on Form S-3**  
**Filed July 10, 2019**  
**File No. 333-232593**

Dear Mr. Chazen:

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 Irene Barberena-Meissner, Staff Attorney, at 202-551-6548 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Natural Resources