



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

DIVISION OF
CORPORATION FINANCE

May 4, 2020

Tim Bensley
Chief Financial Officer
Blue Apron Holdings, Inc.
28 Liberty Street
New York, New York
10005

Re: Blue Apron Holdings, Inc.
Registration Statement on Form S-3
Filed April 29, 2020
File No. 333-237889

Dear Mr. Bensley:

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 Cara Wirth at (202) 551-7127 with any questions.

Sincerely,

Division of Corporation Finance
Office of Trade & Services