



DIVISION OF  
CORPORATION FINANCE

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

September 20, 2018

Nicholas A. Petruska  
Executive Vice President, Chief Financial Officer and Secretary  
Hennessy Capital Acquisition Corp. III  
3845 North Pine Way  
Suite 110  
Wilson, WY 83014

**Re: Hennessy Capital Acquisition Corp. III**  
**Revised Preliminary Proxy Statement**  
**Filed September 5, 2018**  
**File No. 1-38119**

Dear Mr. Petruska:

We have reviewed your filing and have the following comments. In some of our comments we may ask you to provide us information so that we may better understand your disclosure.

Please respond to these comments within 10 business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe that our comments apply to your facts and circumstances, please tell us why in your response.

After reviewing your response to these comments, we may have additional comments.

Revised Preliminary Proxy Statement on Schedule 14A filed September 5, 2018

NRC Group Business Overview, page 23

1. You disclose here and on page 151 that NRC Group's historical combined net loss was \$2.3 million for the six months ended June 30, 2018; however, NRC Group's historical combined net loss for the six months ended June 30, 2018 was actually \$569,000 per page F-30. Please explain to us the reasons for the differing amounts or otherwise address any disclosure discrepancy accordingly.

Hennessy Capital Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations, page 147

2. You disclose on page 148 that cash used in operations for the six months ended June 30, 2018 was approximately \$471,000; however, cash used in operations for the six months ended June 30, 2018 was actually \$1,387,000 per page F-5. Please explain to us the reasons for the differing amounts or otherwise address any disclosure discrepancy accordingly.

NRC Group's Management's Discussion and Analysis of Financial Condition and Results of Operations

NRC Group Liquidity and Capital Resources, page 182

3. Please ensure that your discussion of net cash provided by operating activities for the six months ended June 30, 2018 agrees to the changes as depicted in your statement of cash flows. For example, your disclosure indicates that there were increases in accounts payable and accounts receivable; however, per page F-32, it appears that both accounts payable and accounts receivable may have actually decreased during the six months ended June 30, 2018.

Financial Statements of Progressive Environmental Services, Inc.

Independent Auditor's Report, page F-74

4. You disclose on page 81 that the acquisition of Progressive Environmental Services, Inc. meets the threshold for reporting of significant acquired businesses. You further disclose on page 223 that the audited financial statements of Progressive Environmental Services, Inc. as of December 31, 2017 and for the year then ended have been so included in reliance on the report of Jaynes, Reitmeier, Boyd & Therrell, P.C. We note the related audit report on page F-74 states that the financial statements of Progressive Environmental Services, Inc. for the year ended December 31, 2016 were audited by another auditor who expressed an unmodified opinion on those statements on June 23, 2017. Please tell us what consideration you gave to presenting the audit report for the financial statements of Progressive Environmental Services, Inc. for the year ended December 31, 2016.

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.

You may contact Jeffrey R. Gordon, Staff Accountant, at (202) 551-3866 or Kevin W. Stertzel, Staff Accountant, at (202) 551-3723 if you have questions regarding comments on the financial statements and related matters. Please contact Edward M. Kelly, Senior Counsel, at (202) 551-3728 or Amanda Ravitz, Assistant Director, at (202) 551-3412 with any other questions.

Sincerely,

Nicholas A. Petruska  
Hennessy Capital Acquisition Corp. III  
September 20, 2018  
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Division of Corporation Finance  
Office of Manufacturing and  
Construction