



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4628

August 3, 2018

Jonathan Z. Cohen  
Chief Executive Officer  
Osprey Energy Acquisition Corp.  
1845 Walnut Street, 10th Floor  
Philadelphia, PA

**Re: Osprey Energy Acquisition Corp.  
Preliminary Proxy Statement on Schedule 14A  
Filed June 14, 2018  
File No. 1-38158**

Dear Mr. Cohen:

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/ Loan Lauren Nguyen for*

John Reynolds  
Assistant Director  
Office of Natural Resources

cc: David K. Lam  
Wachtell, Lipton, Rosen & Katz