



DIVISION OF  
CORPORATION FINANCE

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

December 10, 2019

Sean E. Brynjelsen  
President and Chief Executive Officer  
Eton Pharmaceuticals, Inc.  
21925 W. Field Parkway, Suite 235  
Deer Park, Illinois 60010

**Re: Eton Pharmaceuticals, Inc.**  
**Registration Statement on Form S-3**  
**Filed December 2, 2019**  
**File No. 333-235329**

Dear Mr. Brynjelsen:

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 Paik at 202-551-6553 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: Geoffrey R. Morgan - Croke Fairchild Morgan & Beres