



DIVISION OF  
CORPORATION FINANCE

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

February 22, 2022

William Conkling  
Chief Executive Officer  
Rafael Holdings, Inc.  
520 Broad Street  
Newark, NJ 07102

**Re: Rafael Holdings, Inc.**  
**Registration Statement on Form S-3**  
**Filed February 15, 2022**  
**File No. 333-262754**

Dear Mr. Conkling:

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 Stacie Gorman at 202-551-3585 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Real Estate & Construction

cc: Dov T. Schwell, Esq.