



DIVISION OF
CORPORATION FINANCE

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

January 6, 2020

Brad Domitrovitsch
Chief Executive Officer
American Energy Partners, Inc.
1275 Glenlivet Drive
Suite 100
Allentown, PA 18106

Re: American Energy Partners, Inc.
Amendment No. 3 to Offering Statement on Form 1-A
Filed December 26, 2019
File No. 024-11091

Dear Mr. Domitrovitsch:

We have reviewed your amended offering statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your offering statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your offering statement and the information you provide in response to these comments, we may have additional comments. Unless we note otherwise, our references to prior comments are to comments in our December 19, 2019 letter.

Form 1-A filed on December 26, 2019

Financial Statements

Notes to the Consolidated Financial Statements (unaudited) - September 30, 2019 and 2018
Note 9. Financial Statements of Acquisition (unaudited), page F-44

1. We note your response and the revised financial statements provided for Hickman Geological Consulting, LLC pursuant to Part F/S (b)(7)(iii) of Form 1-A in response to prior comment 1. Revise the financial statements for Hickman Geological Consulting, LLC to include notes to the financial statements.

Brad Domitrovitsch
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You may contact Diane Fritz, Staff Accountant, at (202) 551-3331 or Ethan Horowitz, Accounting Branch Chief, at (202) 551-3311 if you have questions regarding comments on the financial statements and related matters. Please contact Anuja A. Majmudar, Attorney-Advisor, at (202) 551-3844 or, in her absence, Timothy S. Levenberg, Special Counsel, at (202) 551-3707 with any other questions.

Sincerely,

Division of Corporation Finance
Office of Energy & Transportation

cc: Peter DiChiara