



DIVISION OF
CORPORATION FINANCE

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

January 3, 2022

Paul W. Cobb
Executive Vice President, General Counsel and Corporate Secretary
PAE Inc
7799 Leesburg Pike, Suite 300 North
Falls Church, VA 22043

Re: PAE Inc
Preliminary Proxy Statement on Schedule 14A
Filed December 6, 2021
File No. 001-38643

Dear Mr. Cobb:

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,

Division of Corporation Finance
Office of Trade & Services

cc: Sean M. Donahue, Esq.