



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.