



DIVISION OF  
CORPORATION FINANCE

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

April 22, 2021

Avanish Vellanki  
Chief Executive Officer  
Rain Therapeutics Inc.  
8000 Jarvis Avenue, Suite 204  
Newark, CA 94560

**Re: Rain Therapeutics Inc.  
Amendment No. 1 to Draft Registration Statement on Form S-1  
Exhibit Nos. 10.9 and 10.10  
Submitted March 5, 2021  
CIK No. 0001724979**

Dear Mr. Vellanki:

We have concluded our assessment of your redacted exhibits for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance