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June 5, 2018

Delivered by electronic submission via EDGAR

United States Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E., Mail Stop 3561  
Washington, DC 20549  
Attn: Mr. John Reynolds, Assistant Director

**Re: Sustinere Holdings, Inc.  
Registration Statement on Form S-1  
Comment Letter Dated March 28, 2018  
File No. 333-223376**

Dear Mr. Reynolds:

On behalf of Sustinere Holdings, Inc. (the "Company") and in response to the comments set forth in your letter dated March 28, 2018, we are writing to supply the information requested from the staff of the Securities and Exchange Commission (the "Staff") in such letter. Note that we have also filed an amendment to the Company's registration statement as part of our response to the Staff's comments which is being filed concurrently with this response letter on EDGAR.

Set forth below are the Company's responses to the Staff's comments. Factual information provided herein has been provided to us by the Company. The numbering of the responses corresponds to the numbering of comments in the letter from the Staff.

General

CommentPlease supplementally provide us with copies of all written communications, as defined in Rule 1. 405 under the Securities Act, that you or anyone authorized to do so, on your behalf, present to potential investors in reliance on Section 5(d) of the Securities Act, whether or not they retain copies of the communications.

ResponseIn response to your comment, we have relied primarily mostly non-written communications with 1. potential investors. Where there were written communications, we are providing that supplementally hereto.

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## Prospectus Cover Page

CommentPlease revise for clarity as to the duration. For instance, the company discretion would appear to  
2. allow a duration beyond the disclosure provided. Please revise to comply with Rule 415(a)(2) of Regulation C.

ResponseIn response to your comment, please note our S-1/A where we have revised the cover page and  
2. unchecked the box pertaining to the following disclosure: "If any of the securities being registered are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box."

## Plan of Distribution, page 17

CommentBased upon your description in this section and the escrow agreement filed as an exhibit, it is  
3. unclear that your proposed escrow arrangements comply with the requirements of Rule 419(b)(1)(i), such as the requirement that the escrow account be maintained by an insured depository institution, to receive the proceeds of the offering and the securities or how the funds will be held for the benefit of the purchasers named and identified in accordance with section 330.1 of the regulations of the Federal Deposit Insurance Corporation. Section 1 of the escrow agreement and your disclosure in the prospectus appears to provide that the account shall be maintained by Brinen & Associates, LLC who does not appear to qualify as an insured depository institution. Please revise your escrow arrangements to comply with the requirements of Rule 419(b)(1)(i) and (ii) as applicable.

ResponseIn response to your comment, we have changed escrow agents to FinTech Clearing, a registered  
3. broker-dealer, that now complies with the requirements of Rule 419(b)(1)(i).

## Certain Relationships and Related Transactions, page 31

CommentPlease disclose the dollar amount of the expenses paid by the related parties, as required by Item  
4. 404(a)(3) of Regulation S-K.

ResponseIn response to your comment, please note our S-1/A where we have revised the language to  
4. include the amount that was paid by Mr. Reithinger.

## Recent Sales of Unregistered Securities, page II-1

CommentPlease disclose the exemption relied upon for the securities sold to the accredited investors and  
5. disclose the facts supporting your reliance upon the exemption, as required by Item 701(d) of Regulation S-K.

ResponseIn response to your comment, the Company relies on Rule 504 of Regulation D. The prior issued  
5. securities totaled thirty-two thousand five hundred dollars (\$32,500) and were to less than thirty-five (35) people. Attached are the subscription agreements to all securities so sold.

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Should you have any questions, please do not hesitate to contact me at the New York office or via electronic mail at [jbrinen@brinenlaw.com](mailto:jbrinen@brinenlaw.com).

Yours truly,

Brinen & Associates, LLC

Joshua D. Brinen

cc: Sustinere Holdings, Inc.

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