



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

February 24, 2021

**Via E-Mail**

Matthew J. Gardella, Esq.  
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.  
One Financial Center  
Boston, MA 02111

**Re: Viela Bio, Inc.**  
**Schedule 14D-9 filed February 12, 2021**  
**SEC File No. 005-91167**

Dear Mr. Gardella:

We have limited our review of the filing to those issues we have addressed in our 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 filing, by providing the requested information, or by advising us when you will provide the requested response. 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 filing and the information you provide in response to these comments, we may have additional comments.

**Schedule 14D-9**

**Arrangements with Current Executive Officers and Directors of the Company**

**Potential for Future Arrangements, page 12**

1. Please provide us with your analysis explaining how the consulting agreement complies with the provisions of Rule 14d-10 and, if applicable, the safe harbor set forth in Rule 14d-10(d).

**Background of the Offer, page 13**

2. Please revise your disclosure to describe the results of Goldman Sachs's preliminary intrinsic valuation analysis presented to the board on November 3, 2020.

Certain Financial Projections, page 33

3. We note you disclosed only “certain” projections. With a view toward revised disclosure, tell us what projections were excluded from your disclosure.
4. Please revise your disclosure to quantify the assumptions described on page 34.
5. Please revise your disclosure to include the projections in their entirety, not in summary form.

We remind you that the company is responsible for the accuracy and adequacy of its disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please direct any questions to me at (202) 551-3619.

Sincerely,

/s/ Daniel F. Duchovny  
Daniel F. Duchovny  
Special Counsel  
Office of Mergers and Acquisitions