



DIVISION OF  
CORPORATION FINANCE

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

November 22, 2022

Scott Alridge  
Chief Legal Officer and Secretary  
IronNet, Inc.  
7900 Tysons One Place, Suite 400  
McLean, VA 22102

**Re: IronNet, Inc.**  
**Registration Statement on Form S-3**  
**Filed November 14, 2022**  
**File No. 333-268354**

Dear Scott Alridge:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. 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.

Please contact Matthew Crispino, Staff Attorney, at (202) 551-3456 or Jan Woo, Legal Branch Chief, at (202) 551-3453 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Technology

cc: Brian F. Leaf