



DIVISION OF  
CORPORATION FINANCE

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

May 16, 2022

Brian Heller  
General Counsel  
AST SpaceMobile, Inc.  
2901 Enterprise Lane  
Midland, Texas 79706

**Re: AST SpaceMobile, Inc.**  
**Registration Statement on Form S-1**  
**Filed May 9, 2022**  
**File No. 333-264783**

Dear Mr. Heller:

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 Priscilla Dao, Staff Attorney, at (202) 551-5997 or Joshua Shainess, Legal Branch Chief, at (202) 551-7951 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Technology

cc: Jared M. Fishman