



DIVISION OF
CORPORATION FINANCE

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

October 2, 2019

James Olsen
Chief Executive Officer
CHP Merger Corp.
25 Deforest Avenue, Suite 108
Summit, NJ 07901

**Re: CHP Merger Corp.
Amendment No. 1 to Draft Registration Statement on Form S-1
Submitted September 20, 2019
CIK No. 0001785041**

Dear Mr. Olsen:

We have reviewed your amended draft registration statement and have the following comment. In our comment, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by providing the requested information and either submitting an amended draft registration statement or publicly filing your registration statement on EDGAR. If you do not believe our comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing the information you provide in response to this comment and your amended draft registration statement or filed registration statement, we may have additional comments. Our references to prior comments are to comments in our September 13, 2019 letter.

Draft Registration Statement on Form S-1 Submitted September 20, 2019

Redemption of Warrants for Class A common Stock, page 127

1. We note your response to prior comment 19. Please reconcile your disclosure indicating that you may redeem the warrants for stock only if there is an effective registration statement covering the issuance of the stock with section 6.2 of exhibit 4.4 which appears to include an exception to registration.

James Olsen
CHP Merger Corp.
October 2, 2019
Page 2

You may contact Jeanne Bennett at (202) 551-3606 or Brian Cascio, Accounting Branch Chief, at (202) 551-3676 if you have questions regarding comments on the financial statements and related matters. Please contact Tim Buchmiller at (202) 551-3635 or Russell Mancuso, Legal Branch Chief, at (202) 551-3617 with any other questions.

Sincerely,

Division of Corporation Finance
Office of Real Estate & Construction

cc: Christopher J. Capuzzi, Esq.