



DIVISION OF  
CORPORATION FINANCE

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

February 6, 2023

Jennifer Ernst  
Chief Executive Officer  
Tivic Health Systems, Inc.  
25821 Industrial Blvd., Suite 100  
Hayward, CA 94545

**Re: Tivic Health Systems, Inc.**  
**Registration Statement on Form S-3**  
**Filed February 1, 2023**  
**File No. 333-269494**

Dear Jennifer Ernst:

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 Jordan Nimitz at 202-551-5831 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Industrial Applications and  
Services