



DIVISION OF  
CORPORATION FINANCE

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

April 5, 2021

Myra Pasek  
General Counsel  
Ouster, Inc.  
350 Treat Avenue  
San Francisco, California 94110

**Re: Ouster, Inc.**  
**Registration Statement on Form S-1**  
**Filed April 2, 2021**  
**File No. 333-254987**

Dear Ms. Pasek:

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

Please refer to Rule 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 Alexandra Barone, Staff Attorney, at (202) 551-8816 or Jan Woo, Legal Branch Chief, at (202) 551-3453 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Technology

cc: Drew Capurro