



DIVISION OF  
CORPORATION FINANCE

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

March 15, 2024

Curtis Allen  
Chief Financial Officer  
Phoenix Capital Group Holdings, LLC  
18575 Jamboree Road  
Suite 830  
Irvine, CA 92612

**Re: Phoenix Capital Group Holdings, LLC**  
**Post Qualification Amendment No. 11 to Offering Statement on Form 1-A**  
**Filed March 1, 2024**  
**File No. 024-11723**

Dear Curtis Allen:

We have reviewed your amendment and have the following comment.

Please respond to this letter by amending your offering statement and providing the requested information. If you do not believe a comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response. After reviewing any amendment to your offering statement and the information you provide in response to this letter, we may have additional comments.

Post Qualification Amendment No. 11 to Offering Statement on Form 1-A

General

1. We note disclosure that you may be unable to pay redemption requests due to applicable limits or insufficient available cash. Please disclose at the cover page, summary and risk factor sections whether investors would be required to hold until the maturity date if you are unable to pay redemption requests.

We will consider qualifying your offering statement at your request. If a participant in your offering is required to clear its compensation arrangements with FINRA, please have FINRA advise us that it has no objections to the compensation arrangements prior to qualification.

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.

Curtis Allen  
Phoenix Capital Group Holdings, LLC  
March 15, 2024  
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Please contact Claudia Rios at 202-551-8770 or Daniel Morris at 202-551-3314 with any other questions.

Sincerely,

Division of Corporation Finance  
Office of Energy & Transportation

cc: Ross McAloon, Esq.