



DIVISION OF  
CORPORATION FINANCE

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

August 12, 2021

Daniel Rice, IV  
Chief Executive Officer and Director  
Rice Acquisition Corp.  
102 East Main Street, Second Story  
Carnegie, PA 15106

**Re: Rice Acquisition Corp.**  
**Preliminary Proxy Statement on Schedule 14A**  
**Filed May 14, 2021**  
**001-39644**

Dear Mr. Rice, IV:

We have completed our review of your filing. 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.

Sincerely,

Division of Corporation Finance  
Office of Energy & Transportation

cc: Lanchi Huynh