



DIVISION OF  
CORPORATION FINANCE

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

December 26, 2023

W. Marc Hertz, Ph.D.  
President and Chief Executive Officer  
GRI Bio, Inc.  
2223 Avenida de la Playa, #208  
La Jolla, CA 92037

**Re: GRI Bio, Inc.**  
**Registration Statement on Form S-1**  
**Filed December 21, 2023**  
**File No. 333-276205**

Dear W. Marc Hertz:

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 Daniel Crawford at 202-551-7767 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: Jason Miller, Esq.