



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

DIVISION OF
CORPORATION FINANCE

November 30, 2022

D. James Carpenter
Chairman
RMG Acquisition Corp. III
57 Ocean, Suite 403
5775 Collins Avenue
Miami Beach, FL 33140

Re: RMG Acquisition Corp. III
Preliminary Proxy Statement on Schedule 14A
Filed November 17, 2022
File No. 001-40013

Dear D. James Carpenter:

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 Real Estate & Construction

cc: David S. Allinson, Esq.