



DIVISION OF  
CORPORATION FINANCE

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

March 22, 2024

Russell Stidolph  
Chief Executive Officer  
AltEnergy Acquisition Corp  
600 Lexington Ave., 9th Floor  
New York, NY 10022

**Re: AltEnergy Acquisition Corp**  
**Preliminary Proxy Statement on Schedule 14A**  
**Filed March 11, 2024**  
**File No. 001-40984**

Dear Russell Stidolph:

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: Jack Levy, Esq.