

**Arnold Golub**  
**Vice President**  
**Deputy General Counsel**

May 17, 2021

*By Electronic Mail*

Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on May 17, 2021 The Nasdaq Stock Market LLC (the "Exchange") received from Mountain Crest Acquisition Corp. III (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Common Stock, \$0.0001 par value

Rights

Units

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

