



DIVISION OF  
CORPORATION FINANCE

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

April 29, 2021

Mostafa Ronaghi  
Chief Executive Officer  
Dynamics Special Purpose Corp.  
2875 El Camino Real  
Redwood City, CA 94061

**Re: Dynamics Special Purpose Corp.  
Draft Registration Statement on Form S-1  
Submitted April 2, 2021  
CIK No. 0001854270**

Dear Dr. Ronaghi:

We have reviewed your draft registration statement and have the following comment. In our comment, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by providing the requested information and either submitting an amended draft registration statement or publicly filing your registration statement on EDGAR. If you do not believe our comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing the information you provide in response to this comment and your amended draft registration statement or filed registration statement, we may have additional comments.

Draft Registration Statement on Form S-1 Submitted April 2, 2021

Principal stockholders, page 143

1. Please disclose the natural person or persons who exercise sole or shared voting and/or dispositive power with respect to the shares held by Dynamics Sponsor LLC.

Mostafa Ronaghi  
Dynamics Special Purpose Corp.  
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Please contact Cara Wirth at (202) 551-7127 or Erin Jaskot at (202) 551-3442 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Trade & Services

cc: Oliver Smith