



DIVISION OF  
CORPORATION FINANCE

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

October 22, 2024

Scott Savitz  
Chief Executive Officer  
DP Cap Acquisition Corp I  
341 Newbury Street, 6th Floor  
Boston, MA 02115

**Re: DP Cap Acquisition Corp I**  
**Preliminary Proxy Statement on Schedule 14A**  
**Filed October 15, 2024**  
**File No. 001-41041**

Dear Scott Savitz:

We have reviewed your filing and have the following comment.

Please respond to this letter within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe a comment applies to your facts and circumstances, please tell us why in your response.

After reviewing your response to this letter, we may have additional comments.

Preliminary Proxy Statement on Schedule 14A

Risk Factors

Risks related to Potential Delisting of Securities from Nasdaq, page 12

1. We note that you are seeking to extend your termination date from November 12, 2024 to an undetermined date in 2025, a date which is more than 36 months from your initial public offering. We also note that you are currently listed on Nasdaq and your statement that Nasdaq "could" seek to suspend and delist your securities from its exchange at the end of the 36-month period. We also note that Nasdaq Rule 5815 was amended effective October 7, 2024 to provide for the immediate suspension and delisting upon issuance of a delisting determination letter for failure to meet the requirement in Nasdaq Rule IM 5101-2(b) to complete one or more business combinations within 36 months of the date of effectiveness of its IPO registration statement. Please revise to state that your securities will face immediate suspension and delisting action once you receive a delisting determination letter from Nasdaq after the 36-month window ends on November 8, 2024. Please disclose the risks of non-compliance with this rule, including that under the new framework, Nasdaq may only reverse the determination if it finds it made a factual error applying the

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applicable rule. In addition, please also expand on your discussion of the consequences of any such suspension or delisting, including any potential impact on your ability to complete an initial business combination, any impact on the market for your securities including demand for your securities, and any impact on securities holders due to your securities no longer being considered “covered securities.”

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 Ruairi Regan at 202-551-3269 or Dorrie Yale at 202-551-8776 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Real Estate & Construction

cc: Jason Hyatt, Esq.