



DIVISION OF  
CORPORATION FINANCE

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

December 4, 2023

Surendra Ajjarapu  
Chief Executive Officer  
Semper Paratus Acquisition Corporation  
767 Third Avenue, 38th Floor  
New York, New York 10017

**Re: Semper Paratus Acquisition Corporation**  
**Preliminary Proxy Statement on Schedule 14A**  
**Filed November 13, 2023**  
**File No. 001-41002**

Dear Surendra Ajjarapu:

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 Life Sciences

cc: Andrew M. Tucker, Esq.