



DIVISION OF
CORPORATION FINANCE

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

June 24, 2025

Ryan Saadi
Chief Executive Officer
Tevogen Bio Holdings Inc.
15 Independence Boulevard, Suite #210
Warren, NJ 07059

Re: Tevogen Bio Holdings Inc.
Registration Statement on Form S-3
Filed June 20, 2025
File No. 333-288218

Dear Ryan Saadi:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. 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 Daniel Crawford at 202-551-7767 with any questions.

Sincerely,

Division of Corporation Finance
Office of Life Sciences

cc: William Intner, Esq.