



DIVISION OF  
CORPORATION FINANCE

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

November 29, 2022

Kenneth Nicholson  
Chief Executive Officer  
FTAI Infrastructure Inc.  
1345 Avenue of the Americas, 45th Floor  
New York, New York 10105

**Re: FTAI Infrastructure Inc.**  
**Registration Statement on Form S-3**  
**Filed November 22, 2022**  
**File No. 333-268507**

Dear Kenneth Nicholson:

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 Alyssa Wall at 202-551-8106 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Trade & Services

cc: Michael J. Schwartz