

**Eun Ah Choi**

Vice President, Listing Qualifications  
Deputy General Counsel

April 6, 2022

Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on April 6, 2022, The Nasdaq Stock Market LLC (the "Exchange") received from Denali Capital Acquisition Corp. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Units, consisting of one Class A Ordinary Share, and one Warrant

Class A Ordinary Shares, par value \$0.0001 per share

Warrants, each whole warrant exercisable for one Class A Ordinary Share at an exercise price of \$11.50

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

