



DIVISION OF
CORPORATION FINANCE

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

July 29, 2024

Yucheng Hu
Chief Executive Officer
Mega Matrix Inc.
103 Tampines Street 86 #03-06
The Alps Residences
Singapore 528576

**Re: Mega Matrix Inc.
Amendment No. 5 to
Registration Statement on Form F-4
Filed July 18, 2024
File No. 333-271349**

Dear Yucheng Hu:

We have reviewed your amended registration statement and have the following comment.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe the comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to this letter, we may have additional comments. Unless we note otherwise, any references to prior comments are to comments in our July 9, 2024 letter.

Amendment No. 5 to Form F-4

Risk Factors

Risk Related to Digital Assets

If we hold stable coins, the value of stable coins, page 23

1. We note your response to prior comment 1. We also note your statements here that "[p]reviously and as of March 31, 2024, we held approximately \$3.1 million in USDC issued by Circle," and on pages 31 that "[a]s of March 31, 2024, we held approximately \$6.4 million in USDT [and] \$3.1 million in USDC," but as of the date of this proxy statement/prospectus, you own no digital assets or cryptocurrencies. Please revise to disclose how and when you sold the USDC and USDT. Please also revise and reconcile your statement on page 40 that "[c]urrently, all of the Company's digital assets are stored in hot custodian, Matrix Trust Company Limited," with your statement on page 25 that

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you previously used hot custodian, Matrix Trust Company Limited. Please also revise to clarify whether you accept and/or hold crypto assets and, if so, identify the crypto assets that you accept and/or hold.

Please contact David Irving at 202-551-3321 or Mark Brunhofer at 202-551-3638 if you have questions regarding comments on the financial statements and related matters. Please contact Lulu Cheng at 202-551-3811 or Sandra Hunter Berkheimer at 202-551-3758 with any other questions.

Sincerely,

Division of Corporation Finance
Office of Crypto Assets

cc: John P. Yung