



DIVISION OF
CORPORATION FINANCE

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

March 18, 2024

Ming-Chia Huang
Chief Executive Officer
MKDWELL Tech Inc.
1F, No. 6-2, Duxing Road,
Hsinchu Science Park,
Hsinchu City 300, Taiwan

Re: MKDWELL Tech Inc.
Registration Statement on Form F-4
Filed March 8, 2024
File No. 333-277785

Dear Ming-Chia Huang:

We have reviewed your registration statement and have the following comment(s).

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe a 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, our references to prior comments are to comments in our February 20, 2024 letter.

Registration Statement on Form F-4

Comparative Historical and Unaudited Pro Forma Condensed Combined Per Share Financial Information, page 25

1. Please revise your disclosures to also include summarized pro forma balance sheet and statement of income information as of and for the period ended June 30, 2023.

Risk Factors

Risks Related to Cetus Capital and the Business Combination

If Cetus Capital is deemed to be an investment company under the Investment Company Act..., page 59

2. We note your revisions in response to prior comment 1 and reissue in part. Please revise to disclose the risk that you could be considered to be operating as an unregistered

investment company. Disclose that if you are found to be operating as an unregistered investment company, you may be required to change your operations, wind down your operations, or register as an investment company under the Investment Company Act.

Unaudited Pro Forma Condensed Combined Financial Information

Basis of Pro Forma Presentation, page 142

3. We note your response to prior comment 4. We note numerous disclosures on pages 7, 14, 57, and 154 state that the number of maximum shares that can be redeemed leaving a minimum of \$5,000,001 of net tangible assets is 1,561,422 shares and that Cetus Capital Public Stockholders will hold 497,512 shares under the maximum redemption scenario; however, page 142 and other disclosures throughout the filing, state that a maximum of 1,381,012 shares can be redeemed and that Cetus Capital Public Stockholders will hold 677,922 shares under the maximum redemption scenario. Please correct all inconsistencies and ensure all disclosures related to numbers of shares and share percentages throughout the filing are accurate and consistent.

Note 3 - Adjustments to Unaudited Pro Forma Condensed Combined Financial Information

Adjustments to Unaudited Pro Forma Condensed Combined Balance Sheet, page 147

4. We note your response to prior comment 5. Please revise adjustment (2) to the pro forma balance sheet to only adjust Ordinary shares, APIC, and AOCI, to the extent applicable and required. Please be advised that it does not appear to be appropriate to reduce MKD Taiwan's historical accumulated deficit as a result of the Taiwan Reorganization or recording the new minority interest. Refer to ASC 810-10-45-23 and 24.

Index of Financial Statements

Cetus Capital Acquisition Corp., page F-1

5. Due to the fact that Cetus Capital does not appear to meet all the requirements of Rule 8-08(b) of Regulation S-X, please revise the filing to include updated audited financial statements and related disclosures for Cetus Capital as of and for the year and period ended December 31, 2023 and 2022.

Part II Information Not Required in the Prospectus

Item 21. Exhibits and Financial Statement Schedules

Exhibit 5.1 Opinion of Ogier as to validity of the MKDWELL Tech Inc. ordinary shares and warrants, page II-1

6. We note that the warrants are governed by the laws of New York. Please file a New York law opinion covering the warrants. Refer to Staff Legal Bulletin No. 19. Additionally, we note that Exhibit 5.1 states that the Shares have no par value; however, the registration statement states that the par value is \$0.0001. Please revise or clarify, including Exhibit 3.2.

Ming-Chia Huang
MKDWELL Tech Inc.
March 18, 2024
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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.

Refer to Rules 460 and 461 regarding requests for acceleration. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

Please contact Eiko Yaoita Pyles at 202-551-3587 or Anne McConnell at 202-551-3709 if you have questions regarding comments on the financial statements and related matters. Please contact Jenny O'Shanick at 202-551-8005 or Evan Ewing at 202-551-5920 with any other questions.

Sincerely,

Division of Corporation Finance
Office of Manufacturing

cc: Michael T. Campoli