



DIVISION OF
CORPORATION FINANCE

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

March 25, 2013

Via E-mail

Mr. Michael B. Jebsen
Interim Chief Executive Officer
Oxygen Biotherapeutics, Inc.
One Copley Parkway, Suite 490
Morrisville, North Carolina 27560

**Re: Oxygen Biotherapeutics, Inc.
Preliminary Proxy Statement on Schedule 14A
Filed on March 12, 2013
File No. 001-34600**

Dear Mr. Jebsen:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Jennifer Riegel for

Jeffrey P. Riedler
Assistant Director