



DIVISION OF
CORPORATION FINANCE

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

June 30, 2020

J. Brett McBrayer
Chief Executive Officer
Ampco-Pittsburgh Corporation
726 Bell Avenue, Suite 301
Carnegie, PA 15106

Re: Ampco-Pittsburgh Corporation
Registration Statement on Form S-1
Filed June 26, 2020
File No. 333-239446

Dear Mr. McBrayer:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rule 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 Jeff Kauten, Attorney-Advisor, at (202) 551-3447, or in his absence, Jan Woo, Legal Branch Chief, at (202) 551-3453, with any questions. If you require further assistance, please contact Larry Spirgel, Office Chief, at (202) 551-3815.

Sincerely,

Division of Corporation Finance
Office of Technology

cc: Seth Popick, Esq.