



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 3233

October 12, 2017

Via E-mail

Henry Fahman  
Chief Executive Officer  
PHI Group, Inc.  
5348 Vegas Drive  
Las Vegas, Nevada 89128

**Re: PHI Group, Inc.  
Amendment No. 1 to Registration Statement on Form S-1  
Filed September 15, 2017  
File No. 333-219769**

Dear Mr. Fahman:

We have reviewed your amended registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply 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 these comments, we may have additional comments. Unless we note otherwise, our references to prior comments are to comments in our September 13, 2017 letter.

Exhibit 5.1, Legal Opinion

1. Please refer to assumptions (i), (ii), (iii), and (iv) in the fourth paragraph of the opinion letter. Since the legal opinion opines that the shares will be duly authorized, validly issued, dully paid and non-assessable, it appears that these assumptions are inappropriate. Please have counsel revise or remove these assumptions. With respect to assumption (iv), please have counsel revise to clarify that, as of the date of the opinion, you have a sufficient number of authorized shares. Refer to the Division of Corporation Finance's Staff Legal Bulletin No. 19 for guidance.

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PHI Group, Inc.  
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Please contact Rahul K. Patel, Staff Attorney, at (202) 551-3799 or me at (202) 551-3673 with any questions.

Sincerely,

/s/ Folake Ayoola

Folake Ayoola  
Senior Counsel  
Office of Real Estate and  
Commodities

cc: Christopher Dieterich