



DIVISION OF  
CORPORATION FINANCE

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

March 22, 2021

Gustavo Garavaglia  
Vice President & Chief Financial Officer  
DPL Inc.  
1065 Woodman Drive  
Dayton, OH 45432

**Re: DPL Inc.**  
**Registration Statement on Form S-4**  
**Filed March 15, 2021**  
**File No. 333-254292**

Dear Mr. Garavaglia:

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

Please refer to Rules 460 and 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 Anuja A. Majmudar, Attorney-Advisor, at 202-551-3844 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Energy & Transportation

cc: Richard D. Truesdell, Jr.