



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

October 27, 2017

Via E-Mail

Elizabeth Noe, Esq.
Paul Hastings LLP
1170 Peachtree Street N.E., Suite 100
Atlanta, GA 30309

**Re: Versar, Inc.
Amended Schedule 14D-9 filed October 6, 2017
SEC File No. 005-38041**

Dear Ms. Noe:

We have reviewed your filing and have the following comment.

Amended Schedule 14D-9

Background and Reasons for the Company Board's Recommendation, page 14

1. We reissue prior comment 1. Please revise your disclosure to describe any discussions with the bidders and/or Mr. Otten regarding his employment status following the transaction, leading up to the execution of the memorandum of understanding on September 22, 2017.

Please direct any questions to me at (202) 551-3619.

Sincerely,

/s/ Daniel F. Duchovny
Daniel F. Duchovny
Special Counsel
Office of Mergers and Acquisitions