



DIVISION OF
CORPORATION FINANCE

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

December 24, 2014

Thompson S. Baker II
President and Chief Executive Officer
FRP Holdings, Inc.
200 W. Forsyth Street, 7th Floor
Jacksonville, FL 32202

Re: FRP Holdings, Inc.
Preliminary Proxy Statement on Schedule 14A
Filed December 12, 2014
File No. 001-36769

Dear Mr. Baker:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments does 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/ Loan Lauren P. Nguyen

Loan Lauren P. Nguyen
Special Counsel

cc: Daniel B. Nunn, Jr., Esq.
Nelson Mullins Riley & Scarborough LLP