



DIVISION OF
CORPORATION FINANCE

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

March 4, 2013

Via E-mail

Diana P. Diaz

Vice President and Chief Financial Officer

Sharps Compliance Corp.

9220 Kirby Drive, Suite 500

Houston, TX 77054

**Re: Sharps Compliance Corp.
Form 10-K for Fiscal Year Ended June 30, 2012
Filed August 30, 2012
File No. 1-34269**

Dear Ms. Diaz:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings 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 filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Rufus Decker

Rufus Decker
Accounting Branch Chief