

Mail Stop 4561

September 3, 2009

ReiJane Huai  
President and Chief Executive Officer  
FalconStor Software, Inc.  
2 Huntington Quadrangle, Suite 2S01  
Melville, New York 11747

**Re: Falconstor Software, Inc.  
Form 10-K for the Fiscal Year Ended December 31, 2008  
File No. 000-23970**

Dear Mr. Huai:

We have completed our review of your Form 10-K and related filings and have no further comments at this time on the specific issues raised.

Sincerely,

Craig Wilson  
Sr. Asst. Chief Accountant