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NASDAQ

THE NASDAQ STOCK MARKET
LISTING QUALIFICATIONS DEPARTMENT
3300 BLACKWELL TRAIL
FREDERICK, MARYLAND 21734

Gary Sundick
Vice President
Listings/Investigations

REC'D S.E.C.
APR 25 2007
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1-37417

By Facsimile and First Class Mail

April 25, 2007

Mr. Brian K. Johnson
Office of Filings and Information Services
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

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Dear Mr. Johnson:

This is to certify that on April 18, 2007 The Nasdaq Stock Market (the "Exchange") received from Ocean Power Technologies, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, \$0.001 par value per share

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

Gary Sundick

END

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