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**NASDAQ**  
THE NASDAQ OMX GROUP

William Slattery, CFA  
Vice President  
Listing Qualifications

By Electronic Mail

January 25, 2012

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Ms. Peters:

This is to certify that on January 24, 2012 The Nasdaq Stock Market (the "Exchange") received from CEMPRA HOLDINGS, LLC (to be converted into Cemptra, Inc.) (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

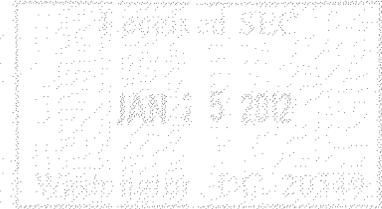
Common Stock, \$0.001 par value per share

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,

*William Slattery*



CERT NAS  
File No. 001-35405