

Received

OCT 19 2012

Washington, DC 20549



12028401

Gary Sundick  
Vice President  
Listing Qualifications

By Electronic Mail

October 19, 2012

CERTNAS

001-35706

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

Dear Mr. Thomas:

This is to certify that on October 18, 2012 The Nasdaq Stock Market (the "Exchange") received from Lpath, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Class A Common Stock, par value \$0.001 per share

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

*Gary N. Sundick*