



NASDAQ
THE NASDAQ OMX GROUP

Gary Sundick
Vice President
Listing Qualifications

CENTAS

001-35737

By Electronic Mail

December 6, 2012

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

Received SEC

DEC 06 2012

Washington, DC 20549

Dear Mr. Thomas:

This is to certify that on November 14, 2012 The Nasdaq Stock Market (the "Exchange") received from Northwest Biotherapeutics, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b)/A for the registration of the following securities:

Common Stock, par value \$0.001 per share
Warrants to purchase Common Stock

We further certify that the securities described above have 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)/A concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

Gary N. Sundick