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William Slattery, CFA  
Vice President  
Listing Qualifications

Received SEC

DEC 15 2014

Washington, DC 20549

By Electronic Mail

December 15, 2014

001-36736

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

CERTNAS

Dear Mr. Thomas:

This is to certify that on November 26, 2014 The Nasdaq Stock Market (the "Exchange") received from S1 Biopharma, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b)/A for the registration of the following securities:

- Units, each consisting of one share of common stock, \$0.0001 par value per share, one Series A warrant to purchase one share of common stock, and one Series B warrant to purchase one share of common stock
- Common Stock, \$0.0001 par value per share
- Series A 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) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

William Slattery