



16004012



William Slattery, CFA
Vice President
Listing Qualifications

Received SEC

MAR 09 2016

Washington, DC 20549

CERT NAS

File No. 001-37712

Electronic Mail Only

March 9, 2016

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 March 9, 2016 The Nasdaq Stock Market (the "Exchange") received from **KLR ENERGY ACQUISITION CORP.** (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Units, each consisting of one share of Class A Common Stock and one Warrant
Class A Common Stock, par value \$0.0001 per share
Warrants, each exercisable for one share of Class A Common Stock
at an exercise price of \$11.50 per share

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