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1-37779

 **Nasdaq** Stock Market

John Yetter
Vice President & Deputy General Counsel
Listing Qualifications



16004353

Received SEC

MAY 19 2016

Washington, DC 20549

By Electronic Mail

May 19, 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 May 18, 2016 The Nasdaq Stock Market (the "Exchange") received from CF Corporation (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 Class A Ordinary Share and one-half of one Warrant

Class A Ordinary Shares, par value \$0.0001 per share

Warrants, each whole warrant exercisable for one Class A Ordinary Share 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,

