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William Slattery, CFA  
Vice President  
Listing Qualifications

Received SEC

DEC 19 2016

007 30304

Electronic Mail Only

Washington, DC 20549

December 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

CERTNAS

Dear Mr. Thomas:

This is to certify that on December 16, 2016 The Nasdaq Stock Market (the "Exchange") received from **RXi Pharmaceuticals Corporation** (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Common Stock Warrants (expiring December 21, 2021)

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*