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William Slattery, CFA
Vice President
Listing Qualifications

Received SEC

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Washington, DC 20549

CERT NAS

File No. 001-38153

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July 18, 2017

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 July 17, 2017 The Nasdaq Stock Market (the "Exchange") received from **Federal Street 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-half
of 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 Lathery