



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

June 6, 2018

Yvan-Claude J. Pierre, Esq.
Cooley LLP
1114 Avenue of the Americas
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New York, NY 10036-7798

**Re: SELLAS Life Sciences Group, Inc.
Waiver of Disqualification under Rule 506(d)(2)(ii) of Regulation D
In the Matter of Galena Biopharma, Inc., April 10, 2017
Administrative Proceeding File No. 3-17911**

Dear Mr. Pierre:

This letter responds to your letter dated June 6, 2018 (“Waiver Letter”), constituting an application for a waiver of disqualification under Rule 506(d)(2)(ii) of Regulation D under the Securities Act of 1933. In the Waiver Letter, on behalf of SELLAS Life Sciences Group, Inc. (“SELLAS Life”), you requested relief from the disqualification of SELLAS Life resulting from the disqualification of its predecessor, Galena Biopharma, Inc. (“Galena”) and the Commission’s entry of the April 10, 2017 cease-and-desist order against Galena (File No. 3-17911) (the “2017 Galena Order”).

Based on the facts and representations in the Waiver Letter, and assuming that SELLAS Life complies with the 2017 Galena Order, we have determined that SELLAS Life has made a showing of good cause under Rule 506(d)(2)(ii) of Regulation D that it is not necessary under the circumstances to deny reliance on Rule 506 of Regulation D by reason of the 2017 Galena Order. Accordingly, the relief requested in the Waiver Letter regarding any disqualification that applies to SELLAS Life based on the 2017 Galena Order is granted on the condition that it will continue to fully comply with its terms. Any different facts from those represented or failure to comply with the conditions set forth in this waiver and the 2017 Galena Order would require us to revisit our determination that good cause has been shown and could constitute grounds to revoke or further condition the waiver. The Commission reserves the right, in its sole discretion, to revoke or further condition the waiver under those circumstances.

For the Commission, by the Division of Corporation Finance, pursuant to delegated authority.

Very truly yours,

/s/

Tim Henseler
Chief, Office of Enforcement Liaison
Division of Corporation Finance