

March 31, 2021

Lawrence Kenyon  
President, Chief Executive Officer and Chief Financial Officer  
Outlook Therapeutics, Inc.  
4260 U.S. Route 1  
Monmouth Junction, New Jersey 08852

Therapeutics, Inc.  
Statement on Form S-3  
2021

Re: Outlook  
Registration  
Filed March 26,  
File No. 333-254778

Dear Mr. Kenyon:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Paik at 202-551-6553 with any questions.

Please contact Irene

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc:

Yoon-jee Kim - Cooley

LLP