



Lawrence A. Kenyon  
President, CEO and CFO  
7 Clarke Drive  
Cranbury, NJ 08512

April 2, 2019

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549  
Attn: Mr. Jeff Gabor

Re: **Outlook Therapeutics, Inc.**  
**Registration Statement on Form S-1**  
**File No. 333-229761**

**Acceleration Request**

**Requested Date: Thursday, April 4, 2019**  
**Requested Time: 5:00 P.M. Eastern Time**

Ladies and Gentlemen:

In accordance with Rule 461 under the Securities Act of 1933, as amended, the undersigned registrant (the "**Registrant**") hereby requests that the Securities and Exchange Commission (the "**Commission**") take appropriate action to cause the above-referenced Registration Statement on Form S-1 (File No. 333-229761) (the "**Registration Statement**") to become effective on Thursday, April 4, 2019, at 5:00 p.m. Eastern Time, or as soon thereafter as is practicable, or at such later time as the Registrant or its outside counsel, Cooley LLP, may orally request via telephone call to the staff (the "**Staff**").

Once the Registration Statement has been declared effective, please orally confirm that event with Marianne Sarrazin of Cooley LLP at (415) 693-2157 or Pia Kaur of Cooley LLP, at (415) 693-2135.

Very truly yours,

Outlook Therapeutics, Inc.

By: /s/ Lawrence A. Kenyon  
Lawrence A. Kenyon  
President, Chief Executive Officer and Chief Financial Officer

cc: Yvan-Claude Pierre, *Cooley LLP*  
Marianne Sarrazin, *Cooley LLP*  
Pia Kaur, *Cooley LLP*

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