

**OUTLOOK THERAPEUTICS, INC.**

485 Route 1 South  
Building F, Suite 320  
Iselin, New Jersey 08830  
(609) 619-3990

April 3, 2024

***Via EDGAR***

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Life Sciences  
100 F Street, N.E.  
Washington, D.C. 20549

Re: **Outlook Therapeutics, Inc.**  
**Registration Statement on Form S-3**  
**Filed March 28, 2024**  
**File No. 333-278340**

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 Registration Statement on Form S-3 (File No. 333-278340) (the “**Registration Statement**”) to become effective on Friday, April 5, 2024, at 4:00 p.m., Eastern Time, or as soon as practicable thereafter, or at such later time as the Registrant may orally request via telephone call to the staff of the Commission (the “**Staff**”). The Registrant hereby authorizes Yvan-Claude Pierre of Cooley LLP, counsel to the Registrant, to make such request on its behalf.

Once the Registration Statement has been declared effective, please orally confirm that event with Yvan-Claude Pierre of Cooley LLP, counsel to the Registrant, at (212) 479-6721, or in his absence Courtney Tygesson of Cooley LLP at (312) 881-6680.

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Very truly yours,

**OUTLOOK THERAPEUTICS, INC.**

By: /s/ Lawrence A. Kenyon

Name: Lawrence A. Kenyon

Title: Chief Financial Officer, Treasurer and Secretary

cc: Yvan-Claude Pierre, Cooley LLP  
Courtney Tygesson, Cooley LLP

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