

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Celcuity Inc.

Form: CORRESP

Date Filed: 2017-09-18

Corporate Issuer CIK: 1603454

September 18, 2017

VIA EDGAR

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

**Re: Celcuity Inc. (the “Company”)
Registration Statement on Form S-1 (File No. 333-220128)**

Ladies and Gentlemen:

As representative of the several underwriters of the Company’s proposed public offering of up to 2,300,000 shares of common stock, par value \$0.001 per share, we hereby join the Company’s request that the effective date of the above-referenced Registration Statement on Form S-1 be accelerated so that it will be declared effective at 3:30 p.m. Eastern Time on Tuesday, September 19, 2017, or as soon thereafter as is practicable.

Pursuant to Rule 460 of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Act of 1933, as amended, we wish to advise you that we have effected the following distribution of the Company’s Preliminary Prospectus, dated September 7, 2017, through the date hereof:

Preliminary Prospectus dated September 7, 2017:

450 copies to prospective underwriters, institutional investors, dealers and others

The undersigned advises that it has complied and will continue to comply, and that it has been informed by the participating underwriters and dealers that they have complied with and will continue to comply, with the requirements of Rule 15c2-8 under the Securities Exchange Act of 1934, as amended.

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Very truly yours,

CRAIG-HALLUM CAPITAL GROUP LLC

As Representative of the several Underwriters

By: /s/ John Flood
John Flood
Chairman
