



DIVISION OF  
CORPORATION FINANCE

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

January 19, 2024

George Magrath  
Chief Executive Officer  
Ocuphire Pharma, Inc.  
7000 Grand River Avenue, Suite 120  
Farmington Hills, MI 48335

**Re: Ocuphire Pharma, Inc.**  
**Registration Statement on Form S-3**  
**Filed January 10, 2024**  
**File No. 333-276462**

Dear George Magrath:

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.

Please contact Lauren Hamill at 303-844-1008 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: Emily Johns