

February 11, 2021

VIA EDGAR

U.S. Securities and Exchange Commission
Division of Corporation Finance
100 F. Street, NE
Washington, D.C. 20549
Attention: Jason Drory

**Re: Ocuphire Pharma, Inc.
Registration Statement on Form S-3
File No. 333-252715
Acceleration Request**

**Requested Date: February 12, 2021
Requested Time: 4:30 P.M. Eastern Time**

Ladies and Gentlemen:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, Ocuphire Pharma, Inc. (the "**Company**") hereby respectfully requests that the above-referenced Registration Statement on Form S-3 (File No. 333-252715) (the "**Registration Statement**") be declared effective at the "Requested Date" and "Requested Time" set forth above, or as soon as practicable thereafter, or at such later time as the Company or its counsel may orally request via telephone call to the staff of the Division of Corporation Finance of the Securities and Exchange Commission. The Company hereby authorizes each of Phillip Torrence and Emily Johns of Honigman LLP, counsel to the Company, to make such request on its behalf.

Please confirm the effectiveness of the Registration Statement with Phillip Torrence of Honigman LLP by telephone at (269) 337-7702 or Emily Johns of Honigman LLP by telephone at (616) 649-1908.

[Signature page follows]

Sincerely,

Ocuphire Pharma, Inc.

/s/ Mina Sooch

Mina Sooch
Chief Executive Officer

cc: Phillip Torrence, Honigman LLP
Emily Johns, Honigman LLP
