
January 22, 2024

VIA EDGAR

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

**Re: Ocuphire Pharma, Inc.
 Registration Statement on Form S-3
 File No. 333-276462
 Acceleration Request**

**Requested Date: January 23, 2024
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. 333-276462) (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 Emily Johns and Lauren Legner of Honigman LLP, counsel to the Company, to make such request on its behalf.

Please confirm the effectiveness of the Registration Statement with Emily Johns of Honigman LLP by telephone at (616) 649-1908 or Lauren Legner of Honigman LLP by telephone at (313) 465-7119.

[Signature page follows]

Sincerely,

Ocuphire Pharma, Inc.

/s/ Amy Rabourn

Amy Rabourn
SVP of Finance

cc: Emily Johns, Honigman LLP
Lauren Legner, Honigman LLP
