



June 3, 2024

VIA EDGAR

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

**Re: OS Therapies Incorporated
Request to Withdraw
Post-Effective Amendment No. 1 to Registration Statement on Form S-1
(No. 333-271034)**

Ladies and Gentlemen:

OS Therapies Incorporated (the “Company”) hereby requests, pursuant to Rule 477 under the Securities Act of 1933, as amended (the “Securities Act”), that, effective as of the date first set forth above, the U.S. Securities and Exchange Commission (the “Commission”) consent to the withdrawal of the Company’s Post-Effective Amendment No. 1 to Registration Statement on Form S-1 (File No. 333-271034), together with all exhibits thereto (collectively, the “Post-Effective Amendment”). The Post-Effective Amendment was filed with the Commission on May 13, 2024.

The Company submits this request to withdraw as, in accordance with Rule 413(a) under the Securities Act, it has filed a new Registration Statement on Form S-1 (File No. 333-279839) relating to the Company’s contemplated initial public offering to increase the number of securities currently registered under the Post-Effective Amendment at this time.

The Company confirms that no securities have been, or will be, issued or sold pursuant to the Post-Effective Amendment or the prospectus contained therein.

The Company further requests that, in accordance with Rule 457(p) of the Securities Act, all fees paid to the Commission in connection with the filing of the Post-Effective Amendment be credited for future use.

Should any member of the Commission’s staff have any questions concerning the enclosed materials or desire any further information or clarification in respect of this request to withdraw, please do not hesitate to contact me (tel.: (410) 297-7793) or Spencer G. Feldman at Olshan Frome Wolosky LLP, the Company’s outside legal counsel (tel.: (212) 451-2234).

Very Truly Yours,

OS THERAPIES INCORPORATED

By: /s/ Paul A. Romness

Name: Paul A. Romness

Title: President and Chief Executive Officer

cc: Joe McCann, Esq., U.S. Securities and Exchange Commission
Jimmy McNamara, Esq., U.S. Securities and Exchange Commission
Spencer G. Feldman, Esq.
