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June 15, 2023

U.S. Securities and Exchange Commission  
Division of Corporate Finance  
Office of Life Sciences  
100 F Street, N.E.  
Washington, D.C. 20549  
Attention: Arzhang Navai and Joe McCann

**Re: Ocean Biomedical, Inc.  
Amendment No. 1 to Registration Statement on Form S-1  
Filed June 1, 2023  
File No. 333-271392**

Dear Mr. Navai and Mr. McCann:

This response letter (this “**Response**”) is submitted on behalf of Ocean Biomedical, Inc. (the “**Company**”) in response to the comment that the Company received from the staff of the Division of Corporation Finance (the “**Staff**”) of the U.S. Securities and Exchange Commission (the “**SEC**”) in a letter addressed to Ms. Elizabeth Ng, dated June 12, 2023 (the “**Comment Letter**”), with respect to the Company’s Amendment No. 1 (“**Amendment No. 1**”) to its registration statement on Form S-1 (the “**Registration Statement**”), filed with the SEC on June 1, 2023. The Company is concurrently submitting a second amendment to the Registration Statement (“**Amendment No. 2**”), which reflects the changes discussed in this Response that the Company made to address the Staff’s comment and other updates.

For reference purposes, the Staff’s comment from the Comment Letter is set forth in bold text below, followed by the Company’s response to the comment. All capitalized terms used but not defined in this Response have the meanings ascribed to them in Amendment No. 2.

The responses below are based on information provided to Dykema Gossett PLLC by the Company.

**Amendment No. 1 to Registration Statement on Form S-1**

**Selling Securityholders, page 212**

- We note that your revised coverpage discloses that you are registering for resale 14,263,693 outstanding common shares and 12,050,054 common shares underlying warrants. Please revise the selling securityholder section to reflect all of these offered shares.**

Response: In response to the Staff’s comment, the Company has revised its disclosures on pages 2, 3, 6, 17, 87, 88, 210, 211, 213, and 222 of Amendment No. 2.

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Thank you for your review and consideration of the matters set forth in this Response and in Amendment No. 2. If you have any questions, please contact the undersigned at (414) 488-7333 or [KBechen@dykema.com](mailto:KBechen@dykema.com).

Sincerely,

**Dykema Gossett PLLC**

*/s/ Kate Bechen*

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Kate Bechen

cc: Elizabeth Ng  
Chief Executive Officer  
Ocean Biomedical, Inc.

California | Illinois | Michigan | Minnesota | Texas | Washington, D.C. | Wisconsin

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