



DIVISION OF
CORPORATION FINANCE

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

February 28, 2013

Via E-mail

Marc Urbach
President and Chief Financial Officer
You on Demand Holdings, Inc.
27 Union Square West, Suite 502
New York, NY 10003

**Re: You on Demand Holdings, Inc.
Form 10-K for the Year Ended December 31, 2011
Filed March 30, 2012
File No. 001-35561**

Dear Mr. Urbach:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or its filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Robert S. Littlepage for

Larry Spigel
Assistant Director