

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

DIVISION OF CORPORATION FINANCE

February 14, 2012

<u>Via E-Mail</u> Robert Ladd, Chief Executive Officer MGT Capital Investments, Inc. 500 Mamaroneck Avenue – Suite 204 Harrison, NY 10528

> Re: MGT Capital Investments, Inc. Information Statement on Schedule 14C Filed February 6, 2012 Proxy Statement on Schedule 14A Filed February 9, 2012 File No. 001-32698

Dear Mr. Ladd:

We have completed our review of your filings. 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 the filings 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 filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Maryse Mills-Apenteng

Maryse Mills-Apenteng Special Counsel

cc: <u>Via E-Mail</u> John Riley, Esq. Gersten Savage LLP