



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

August 27, 2010

Jeffrey D. Thomas  
President and Chief Executive Officer  
Ambassadors Group, Inc.  
Dwight D. Eisenhower Building  
2001 South Flint Road  
Spokane, WA 99224

**RE: Ambassadors Group, Inc.  
Form 10-K for the year ended December 31, 2009  
Filed March 2, 2010  
Definitive Proxy Statement  
Filed April 13, 2010  
File No. 0-33347**

Dear Mr. Thomas:

We have reviewed your response letter dated August 13, 2010 and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter within ten business days by providing the requested information, or by advising us when you will provide the requested response. If you do not believe our comments apply to your facts and circumstances, please tell us why in your response.

After reviewing the information you provide in response to these comments, we may have additional comments.

Definitive Proxy Statement

Long-Term Incentive Compensation/Equity Based Awards, page 17

1. We note your response to comment two from our letter dated August 2, 2010. Please provide additional analysis in your response of how the Compensation Committee chose the equity award multiple for each named executive officer. For example, indicate what aspects of the Named Executive Officers' individual performance were considered in setting the multiple. We note that the multiples for Mr. Thomas and Ms. Thomas did not increase by the same amount. In addition, indicate how the total amount awarded compares to the median compensation data provided by Towers Watson. See Item 402(b)(2)(vi) and (vii) of Regulation S-K. For further information, please see Staff

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Observations in the Review of Executive Compensation Disclosure, which is available on our website at [www.sec.gov/divisions/corpfin/cfguidance.shtml#ecd](http://www.sec.gov/divisions/corpfin/cfguidance.shtml#ecd).

Please contact Jessica Plowgian, Attorney-Advisor at (202) 551-3367 or Paul Fischer, Attorney-Advisor, at (202) 551-3415 with any other questions.

Sincerely,

/s Paul Fischer, for  
Larry Spigel  
Assistant Director