



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-4631

April 9, 2013

Via U.S. Mail

Mr. Luis Francisco Saenz
President, Chief Executive Officer, and Director
Li3 Energy, Inc.
Marchant Pereira 150 Of. 803
Providencia, Santiago de Chile
Chile

**Re: Li3 Energy, Inc.
Post-Effective Amendment 1 to Registration Statement on Form S-1
File No. 333-175329**

Dear Mr. Saenz:

We reviewed your letter of correspondence dated April 4, 2013 and we have the following comment.

General

1. We note your response to comment one in our letter dated March 13, 2013. Please revise your prospectus disclosure to describe the impact of a possible Section 5 violation. For example, please reflect the amount subject to possible rescission on your financial statements, describe the matter in a note to the financial statements, add risk factor disclosure, and provide MD&A disclosure.

You may contact Edward M. Kelly, Esq. at (202) 551-3728 or me at (202) 551-3397 if you have any questions.

Sincerely,

/s/ Jay Ingram

Jay Ingram
Legal Branch Chief

cc: Via E-Mail
Richard I. Anslow, Esq.
Anslow & Jaclin LLP
195 Route 9 South, Suite 204
Manalapan, NJ 07726