



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

DIVISION OF  
CORPORATION FINANCE

January 16, 2020

Daniel G. Stokely  
Chief Financial Officer, Treasurer and Secretary  
Ampio Pharmaceuticals, Inc.  
373 Inverness Parkway, Suite 200  
Englewood, Colorado 80112

**Re: Ampio Pharmaceuticals, Inc.**  
**Form 10-K for the Fiscal Year Ended December 31, 2018**  
**Filed March 18, 2019**  
**File No. 001-35182**

Dear Mr. Stokely:

We have completed our review of your filings. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences