



DIVISION OF  
CORPORATION FINANCE

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

September 16, 2014

Via E-mail

Frank L. Jennings  
Principal Financial and Accounting Officer  
Synergy Resources Corporation  
20203 Highway 60  
Platteville, CO 80651

**Re: Synergy Resources Corporation  
Form 10-K for the Fiscal Year Ended August 31, 2013  
Filed November 14, 2013  
Form 10-Q for the Fiscal Quarter Ended February 28, 2014  
Filed April 7, 2014  
File No. 1-35245**

Dear Mr. Jennings:

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/ A.N. Parker

Anne Nguyen Parker  
Branch Chief