



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

DIVISION OF
CORPORATION FINANCE

July 24, 2014

Via E-mail

Amit Gupta
Chairman of the Board
China Hydroelectric Corporation
901 Marco Polo Plaza Building
No. 80 Anli Road
Chaoyang District, Beijing, 100101
People's Republic of China

**Re: China Hydroelectric Corporation
Schedule 13E-3
Filed February 7, 2014
File No. 005-85243**

Dear Mr. Gupta:

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

Sincerely,

/s/ Mara L. Ransom

Mara L. Ransom
Assistant Director