

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

DIVISION OF CORPORATION FINANCE

February 6, 2018

John Walker President and Chief Executive Officer Zosano Pharma Corporation 34790 Ardentech Court Fremont, California 94555

Re: Zosano Pharma Corporation Amendment No. 2 to Form S-1 Filed February 6, 2018 File No. 333-222265

Dear Mr. Walker:

We have reviewed your amended registration statement and have the following comment.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to the comment, we may have additional comments.

Amendment No. 2 to Form S-1 filed February 6, 2018

Exhibits

1. Please submit a revised legal opinion that addresses all of the securities that are being registered. As counsel has limited the opinion to a dollar amount of securities and pricing will not occur until after effectiveness, it is unclear that counsel has opined on all of the securities being registered.

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Please contact Chris Edwards at (202) 551-6761 or Mary Beth Breslin at (202) 551-3625 with any questions.

> Division of Corporation Finance Office of Healthcare & Insurance

cc: Jeffrey L. Quillen, Esq.