



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 3233

July 11, 2017

Via E-Mail

Adam Berk  
Chief Executive Officer and President  
Stem Holdings, Inc.  
20283 State Road 7  
Boca Raton, Florida 33498

**Re: Stem Holdings, Inc.  
Form 10-12G  
Filed February 13, 2017  
File No. 000-55751**

Dear Mr. Berk:

We have completed our review of your filing. 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,

/s/ Jennifer Gowetski

Jennifer Gowetski  
Senior Counsel  
Office of Real Estate and  
Commodities

cc: Robert L. B. Diener, Esq.  
Law Offices of Robert Diener