



DIVISION OF  
CORPORATION FINANCE

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

September 28, 2021

Bryan Gunderson  
Chief Executive Officer  
Falcon Minerals Corporation  
510 Madison Avenue  
8th Floor  
New York, NY 10022

**Re: Falcon Minerals Corporation  
Registration Statement on Form S-3  
Filed September 20, 2021  
File No. 333-259668**

Dear Mr. Gunderson:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. 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.

Please contact Arthur Tornabene-Zalas at 202-551-3162 or Laura Nicholson, Special Counsel, at 202-551-3584 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Energy & Transportation

cc: Mark Rosenstein