



DIVISION OF  
CORPORATION FINANCE

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

February 4, 2022

Thomas King  
Chief Financial Officer  
American Virtual Cloud Technologies, Inc.  
1720 Peachtree Street, Suite 629  
Atlanta, GA 30309

**Re: American Virtual Cloud Technologies, Inc.  
Registration Statement on Form S-3  
Filed February 1, 2022  
File No. 333-262466**

Dear Mr. King:

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

Please refer to Rule 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 Alexandra Barone, Staff Attorney, at (202) 551-8816 or Jan Woo, Legal Branch Chief, at (202) 551-3453 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Technology

cc: Jason Simon