



DIVISION OF
CORPORATION FINANCE

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

May 20, 2024

Diane R. Garrett, Ph.D
President and Chief Executive Officer
Hycroft Mining Holding Corporation
4300 Water Canyon Road, Unit 1
Winnemucca, NV 89445

**Re: Hycroft Mining Holding Corporation
Registration Statement on Form S-3
Filed May 10, 2024
File No. 333-279292**

Dear Diane R. Garrett:

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 Michael Purcell at 202-551-5351 with any questions.

Sincerely,

Division of Corporation Finance
Office of Energy & Transportation

cc: Craig D. Linder