



DIVISION OF  
CORPORATION FINANCE

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

July 13, 2022

Michael Behrens  
Chief Executive Officer  
My Racehorse CA LLC  
120 Kentucky Ave., Suite 110  
Lexington, Kentucky 40502

**Re: My Racehorse CA LLC**  
**Offering Statement on Form 1-A**  
**Post-qualification Amendment No. 2**  
**Filed June 24, 2022**  
**File No. 024-11808**

Dear Mr. Behrens:

We have reviewed your amendment and have the following comment. In our comment, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your offering 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 offering statement and the information you provide in response to this comment, we may have additional comments.

Post-qualification Amendment No. 2 to Offering Statement on Form 1-A Filed June 24, 2022

General

1. We note that you are not the majority owner of Series Forever Rose and Series Cuvier and you are also not the designated Administrative Coordinator. However, we note your disclosure on page 17 that "no Series will hold underlying assets in which the Manager has limited or no management control, so that it is not considered to be an investment company within the meaning of the Investment Company Act" and your disclosure on page 171 that "[a]s with Co-Ownership structures, the Company, directly or indirectly, is engaged daily on key operating decisions and has approval rights over a broad range of day-to-day operational matters that directly impact the value of the Lease Agreements for such Underlying Asset of a Series." Please tell us how you intend to maintain control, engage in the key operating decisions, and retain the right to approve day-to-day operational matters of Series Forever Rose and Series Cuvier when it appears that contractually, you do not have such authority.

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We will consider qualifying your offering statement at your request. If a participant in your offering is required to clear its compensation arrangements with FINRA, please have FINRA advise us that it has no objections to the compensation arrangements prior to qualification.

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 Cara Wirth at (202) 551-7127 or Lilyanna Peyser at (202) 551-3222 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Trade & Services

cc: Christopher Tinen