



DIVISION OF  
CORPORATION FINANCE

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

May 19, 2023

Megan Chung  
General Counsel  
Ouster, Inc.  
350 Treat Avenue  
San Francisco, CA 94110

**Re: Ouster, Inc.**  
**Registration Statement on Form S-3**  
**Filed May 11, 2023**  
**File No. 333-271845**

Dear Megan Chung:

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 Lauren Pierce at (202) 551-3887 or Jeff Kauten at (202) 551-3447 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Technology

cc: Drew Capurro