



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

DIVISION OF  
CORPORATION FINANCE

November 13, 2023

Gregg S. Hymowitz  
Chief Executive Officer  
EG Acquisition Corp.  
375 Park Avenue, 24th Floor  
New York, NY 10152

**Re: EG Acquisition Corp.  
Revised Preliminary Proxy Statement on Schedule 14A  
Filed November 13, 2023  
File No. 001-40444**

Dear Gregg S. Hymowitz:

We have completed our review of your filing. 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.

Sincerely,

Division of Corporation Finance  
Office of Energy & Transportation

cc: Sean M. Ewen, Esq., of Willkie Farr & Gallagher LLP