



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

DIVISION OF  
CORPORATION FINANCE

June 8, 2021

Chad Stephens  
Chief Executive Officer  
PHX MINERALS INC.  
1601 NW Expressway, Suite 1100  
Oklahoma City, OK 73118

**Re: PHX MINERALS INC.**  
**Registration Statement on Form S-3**  
**Filed May 26, 2021**  
**File No. 333-256496**

Dear Mr. Stephens:

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 Timothy Collins at 202-551-3176 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Energy & Transportation

cc: Mark Jones