



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

DIVISION OF  
CORPORATION FINANCE

December 18, 2014

Via E-mail

Shane Daly

Vice President and Associate General Counsel

AXA Equitable Life Insurance Company

1290 Avenue of the Americas

New York, NY 10104

**Re: AXA Equitable Life Insurance Company  
Amendment No. 2 to Registration Statement on  
Form S-3  
Filed December 16, 2014  
File No. 333-197931**

Dear Mr. Daly:

We have reviewed your amended registration and response letter, each filed on December 16, 2014, and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. Where you do not believe our comments apply 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 registration statement and the information you provide in response to these comments, we may have additional comments.

3. Contract features

The Separate Account, page 9

1. We note your revised disclosure in response to our prior comment 8. Please further expand your description of the type of assets that may be held in the Separate Account to provide additional detail regarding the quality of such investments.

4. Return of principal and the crediting rate

Crediting rate adjustments due to a pooled rate adjustment, page 11

2. We note your revised disclosure in response to our prior comment 9. Please clarify that a Pooled Rate Adjustment may occur due to Separate Account losses resulting "solely" from default, downgrade, or sale to avoid default due to creditworthiness, as is stated in the definition of Pooled Rate Adjustment on page 4 of the registration statement.

Shane Daly  
AXA Equitable Life Insurance Company  
December 18, 2014  
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We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Please contact Christina De Rosa at (202) 551-3577, Karen Ubell, Special Counsel in the Office of Capital Markets Trends, at (202) 551-3873, or me at (202) 551-3715 with any questions.

Sincerely,

/s/ Jeffrey Riedler

Jeffrey P. Riedler  
Assistant Director

cc: Via E-mail  
Christopher E. Palmer, Esq.  
Goodwin Procter LLP