



DIVISION OF
CORPORATION FINANCE

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

May 16, 2013

Via E-mail

Lawrence P. Tu
Senior Vice President and General Counsel
Dell Inc.
One Dell Way
Round Rock, Texas 78682

**Re: Dell Inc.
Amendments No. 3 and 4 to Schedule 13E-3
Filed May 10, 2013 and May 13, 2013 by Dell Inc., Denali Holding Inc., Silver
Lake Partners III, L.P., Mr. Michael S. Dell, MSDC Management, L.P., et al.
File No. 005-42053**

**Amendments to Preliminary Proxy Statement on Schedule 14A
File No. 000-17017
Filed May 10, 2013 and May 13, 2013**

Dear Mr. Tu:

We have reviewed the amended filings and have the following comments. As appropriate, please file a revised Schedule 13E-3 and accompanying proxy statement to address these comments. Unless otherwise noted, references to prior comments refer to our letter dated May 7, 2013.

Schedule 13E-3

Exhibits

1. We note that the revised disclosure in response to prior comment 1 only states that the financial advisors have consented to the inclusion of the presentations to the Special Committee and the Board as exhibits to the Schedule 13E-3 but does not address the statements that suggest that shareholders may not rely on the opinion. Please provide the qualifying disclosures requested by the Division of Corporation Finance which are accessible via the following link:
http://www.sec.gov/divisions/corpfin/guidance/ci111400ex_regm-a.htm. Alternatively, revise the exhibits to delete the objectionable statements.

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General

2. We noticed the Form 8-K filed today, May 16, 2013. Advise us whether or not the fairness determination reached by Dell in response to Item 8 of Schedule 13E-3 and corresponding Item 1014(a) of Regulation 14A, as well as the related factors in support of such determination, will be revised take into account the reported financial results. To the extent the reported financial results will not be information considered by Dell in connection with its stated position regarding the fairness of the proposed transaction, please revise the disclosure to make expressly clear that such information has been excluded from the fairness determination and supporting analysis.
3. Please treat comment number two in this comment letter as if it also applies to all filing persons on the Schedule 13E-3 other than Dell, Inc., and provide us with a response.

You may contact Jan Woo, Attorney-Advisor, at (202) 551-3453 or, in her absence, the undersigned at (202) 551-3266 with any questions.

Sincerely,

/s/ Nicholas P. Panos

Nicholas P. Panos
Senior Special Counsel
Office of Merger & Acquisitions

cc: Via Email
Jeffrey J. Rosen, Esq.
William D. Regner, Esq.
Michael A. Diz, Esq.
Debevoise & Plimpton LLP