



DIVISION OF
CORPORATION FINANCE

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

April 11, 2022

Kyle J. Loudermilk
Kyle J. Loudermilk Chief Executive Officer
GSE Systems, Inc.
6940 Columbia Gateway Drive, Suite 470
Columbia, MD 21046

Re: GSE Systems, Inc.
Registration Statement on Form S-3
Filed April 4, 2022
File No. 333-264114

Dear Mr. Loudermilk:

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 Jeff Kauten, Staff Attorney, at (202) 551-3447, or in his absence, Jan Woo, Legal Branch Chief, at (202) 551-3453, with any questions. If you require further assistance, please contact Larry Spirgel, Office Chief, at (202) 551-3815.

Sincerely,

Division of Corporation Finance
Office of Technology

cc: Scott Wilson, Esq.