

CERTNATS
File # 1-33216



Arnold Golub
Vice President
Listing Qualifications

Received SEC

JAN 16 2015

Washington, DC 20549

By Electronic Mail

January 16, 2015

Mr. Jeffrey Thomas
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Mr. Thomas:

This is to certify that on January 16, 2015 The Nasdaq Stock Market (the "Exchange") received from Oculus Innovative Sciences, Inc.(the "Registrant") a copy of the Registrant's application on 8A 12(b) for the registration of the following security:

Warrants to purchase common stock,
par value \$0.0001 per share

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,