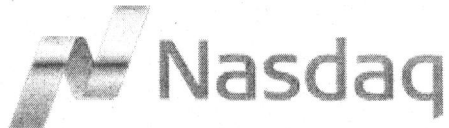


Received SEC
JUN 16 2015
Washington, DC 20549



William Slattery, CFA
Vice President
Listing Qualifications

CERTINAS
001-37449

By Electronic Mail

June 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 June 16, 2015 The Nasdaq Stock Market (the "Exchange") received from Nivalis Therapeutics, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, par value \$0.001 per share

We further certify that the security 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,

William Slattery