

Centinqs



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Nasdaq.com

William Slattery, CFA  
Vice President  
Listing Qualifications

By Electronic Mail

September 10, 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

Received SEC  
SEP 10 2015  
Washington, DC 20549

Dear Mr. Thomas:

This is to certify that on September 9, 2015 The Nasdaq Stock Market (the "Exchange") received from Pace Holdings Corp. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Class A Ordinary Shares, par value \$0.0001 per share  
Units, each consisting of one Class A Ordinary Share and one Warrant  
Warrants, each exercisable for one-third of one Class A Ordinary Share

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

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

*William Slattery*