

February 22, 2023

Elizabeth Williams
Chief Financial Officer
Medicenna Therapeutics Corp.
28 Liberty Street
New York, New York 10005

Therapeutics Corp.

Statement on Form F-4
2023

Re: Medicenna

Registration

Filed February 17,

File No. 333-269868

Dear Elizabeth Williams:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 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.

Crawford at 202-551-7767 with any questions.

Please contact Daniel

Sincerely,

Division of Corporation Finance

Office of Life Sciences

cc:

John Rudy, Esq.