

DIVISION OF CORPORATION FINANCE

Mail Stop 3561

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

December 11, 2017

George H. Kirby III President and Chief Executive Officer Ocean Power Technologies, Inc. 1590 Reed Road Pennington, New Jersey 08534

> Re: Ocean Power Technologies, Inc. Registration Statement on Form S-3 Filed December 1, 2017 File No. 333-221867

Dear Mr. Kirby:

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.

Please contact Katherine Bagley at (202) 551-2545 with any questions.

Sincerely,

/s/ Lisa M. Kohl for

Mara L. Ransom Assistant Director Office of Consumer Products