



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 3233

January 4, 2017

Via E-Mail

David C. Carroll  
Chief Executive Officer and President  
540 Madison Avenue  
19th Floor  
New York, New York 10022

**Re: Five Oaks Investment Corp.  
Registration Statement on Form S-3  
Filed December 21, 2016  
File No. 333-215234**

Dear Mr. Carroll:

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 Bryan Hough, Staff Attorney, at (202) 551-8625 with any questions.

Sincerely,

/s/ Tom Kluck

Tom Kluck  
Legal Branch Chief  
Office of Real Estate and  
Commodities

cc: Kenneth G.M. Mason, Esq. (Via E-Mail)  
Arnold & Porter Kaye Scholer LLP