



DIVISION OF  
CORPORATION FINANCE

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

November 24, 2021

Joseph DiPietro  
Controller and Treasurer  
Ocean Power Technologies, Inc.  
28 Engelhard Drive, Suite B  
Monroe Township, New Jersey 08831

**Re: Ocean Power Technologies, Inc.**  
**Registration Statement on Form S-3**  
**Filed November 19, 2021**  
**File No. 333-261240**

Dear Mr. DiPietro:

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 Michael Purcell, Law Clerk, at 202-551-5351 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Energy & Transportation

cc: Kevin Poli