

April 7, 2021

James Breitmeyer, M.D., Ph.D.
President & Chief Executive Officer
Oncternal Therapeutics, Inc.
12230 El Camino Real, Suite 300
San Diego, California 92130

Therapeutics, Inc.

Statement on Form S-3

Re: Oncternal

Registration

Filed April 2, 2021
File No. 333-254985

Dear Dr. Breitmeyer:

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.

Drory at 202-551-8342 with any questions.

Please contact Jason

Sincerely,

Division of Corporation Finance

Office of Life Sciences

cc:

Matthew T. Bush, Esq.