

# ALSTON & BIRD LLP

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October 18, 2016

Ms. Suzanne Hayes  
Assistant Director  
Office of Health Care and Insurance  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, N.E.  
Mail Stop 4546  
Washington, D.C. 20549

Re: **Mustang Bio, Inc.**  
**Amendment No. 2 to Registration Statement on Form 10-12G**  
**Filed October 7, 2016**  
**File No. 000-55668**

Dear Ms. Hayes:

AT THE REQUEST AND ON BEHALF OF OUR CLIENT, MUSTANG BIO, INC., A DELAWARE CORPORATION (*Company*), WE HEREBY SUBMIT THE FOLLOWING RESPONSES TO THE COMMENTS OF THE STAFF OF THE SECURITIES AND EXCHANGE COMMISSION (THE *Commission*) RECEIVED BY LETTER ON OCTOBER 13, 2016, RELATING TO THE COMPANY'S AMENDMENT NO. 2 TO THE FORM 10-12G, FILED ON OCTOBER 7, 2016 (THE *Form 10*). AMENDMENT NO. 3 TO THE FORM 10-12G (THE *Amendment*) IS BEING FILED CONCURRENTLY WITH THIS LETTER TO RESPOND TO THE COMMENTS. THESE RESPONSES HAVE BEEN PREPARED BY THE COMPANY WITH OUR ASSISTANCE.

Item 5. Directors and Executive Officers, page 42

**Comment:**

1. WE NOTE YOUR RESPONSE TO OUR PRIOR COMMENT FOUR AND REISSUE IN PART. PLEASE STATE WHETHER EACH CORPORATION OR ORGANIZATION LISTED IN THE BIOGRAPHIES OF YOUR DIRECTORS AND EXECUTIVE OFFICERS IS A PARENT, SUBSIDIARY OR OTHER AFFILIATE OF THE REGISTRANT. REFER TO ITEM 401(e) OF REGULATION S-K.

**Response:**

WE HAVE REVISED OUR DISCLOSURE ON PAGE 42 TO REFLECT WHETHER EACH CORPORATION OR ORGANIZATION LISTED IN THE BIOGRAPHIES OF OUR DIRECTORS AND EXECUTIVE OFFICERS IS AN AFFILIATE OF THE REGISTRANT.

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If you have any further questions, comments or informational requests relating to this matter, please do not hesitate to contact me at the telephone number above.

Sincerely,

/s/ Mark F. McElreath

Mark F. McElreath

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