

Scilex Holding Company
960 San Antonio Road
Palo Alto, CA 94303

December 22, 2022

VIA EDGAR

United States Securities and Exchange Commission
Division of Corporation Finance
Attention: Office of Life Sciences
100 F Street, N.E.
Washington, D.C. 20549-0406

Re: Scilex Holding Company
Registration Statement on Form S-1, filed on November 30, 2022, as amended
File No. 333-268603

Ladies and Gentlemen:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, Scilex Holding Company (the “**Company**”) hereby respectfully requests that the effectiveness of the Registration Statement on Form S-1 (File No. 333-268603) of the Company, filed with the Securities and Exchange Commission on November 30, 2022, as amended (the “**Registration Statement**”) be accelerated so that the Registration Statement shall become effective at 4:00 p.m. (Eastern Time) on December 27, 2022, or as soon as possible thereafter.

The Company hereby confirms that it is aware of its responsibilities under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, as they relate to the proposed offering of the securities specified in the Registration Statement.

It would be appreciated if, promptly after the Registration Statement has become effective, you would so inform our outside counsel, Jeffrey T. Hartlin of Paul Hastings LLP, by telephone at (650) 320-1804 or by email at jeffhartlin@paulhastings.com, and Elizabeth A. Razzano of Paul Hastings LLP, by telephone at (650) 320-1895 or by email at elizabethrazzano@paulhastings.com. The Company hereby authorizes Mr. Hartlin or Ms. Razzano of Paul Hastings LLP to orally modify or withdraw this request for acceleration.

Sincerely,

SCILEX HOLDING COMPANY

By: /s/ Jaisim Shah
Jaisim Shah
President and Chief Executive Officer

cc: Jeffrey T. Hartlin, Esq. (Paul Hastings LLP)
Elizabeth A. Razzano, Esq. (Paul Hastings LLP)