

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

January 18, 2023

**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 January 12, 2023  
File No. 333-269205

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. 333-269205) of the Company (the “**Registration Statement**”), filed with the Securities and Exchange Commission on January 12, 2023 be accelerated so that the Registration Statement shall become effective at 4:00 p.m. (Eastern Time) on January 20, 2023, 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](mailto:jeffhartlin@paulhastings.com), and Elizabeth A. Razzano of Paul Hastings LLP, by telephone at (650) 320-1895 or by email at [elizabethrazzano@paulhastings.com](mailto: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)