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Via Edgar

December 11, 2018

Edward M. Kelly
Division of Corporation Finance Office of
Manufacturing and Construction
U.S. Securities & Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Re: Chardan Healthcare Acquisition Corp.
Draft Registration Statement on Form S-1
Filed on November 26, 2018
File No. 333-228533

Dear Mr. Kelly:

On behalf of our client, Chardan Healthcare Acquisition Corp. (the "Company"), we hereby provide a response to the comments issued in a letter dated December 11, 2018 (the "Staff's Letter") regarding the Company's draft Registration Statement on Form S-1 (the "Registration Statement"). Contemporaneously, we are submitting the amended draft Registration Statement via Edgar (the "Amended S-1").

In order to facilitate the review by the Commission's staff (the "Staff") of the Amended S-1, we have responded, on behalf of the Company, to the comments set forth in the Staff's Letter on a point-by-point basis. The numbered paragraphs set forth below respond to the Staff's comments and correspond to the numbered paragraph in the Staff's Letter.

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A limited liability partnership including professional corporations



Pre-effective Amendment 1 to Registration Statement on Form S-1 filed December 4, 2018

Exhibit 3.2, page 6

- 1. WE NOTE THAT YOUR FORUM SELECTION PROVISION IDENTIFIES THE COURT OF CHANCERY OF THE STATE OF DELAWARE AS THE EXCLUSIVE FORUM FOR CERTAIN LITIGATION, INCLUDING ANY "DERIVATIVE ACTION." PLEASE DISCLOSE WHETHER THIS PROVISION APPLIES SOLELY TO STATE LAW CLAIMS. IF IT DOES NOT APPLY TO SOLELY STATE LAW CLAIMS, THEN PLEASE NOTE THAT SECTION 27 OF THE EXCHANGE ACT CREATES EXCLUSIVE FEDERAL JURISDICTION OVER ALL SUITS BROUGHT TO ENFORCE ANY DUTY OR LIABILITY CREATED BY THE EXCHANGE ACT OR THE RULES AND REGULATIONS THEREUNDER, AND SECTION 22 OF THE SECURITIES ACT CREATES CONCURRENT JURISDICTION FOR FEDERAL AND STATE COURTS OVER ALL SUITS BROUGHT TO ENFORCE ANY DUTY OR LIABILITY CREATED BY THE SECURITIES ACT OR THE RULES AND REGULATIONS THEREUNDER. IF THIS PROVISION APPLIES TO CLAIMS ARISING UNDER THE SECURITIES ACT, PLEASE DISCLOSE THAT THERE IS UNCERTAINTY AS TO WHETHER A COURT WOULD ENFORCE SUCH PROVISION AND TO STATE THAT SHAREHOLDERS WILL NOT BE DEEMED TO HAVE WAIVED THE COMPANY'S COMPLIANCE WITH THE FEDERAL SECURITIES LAWS AND THE RULES AND REGULATIONS THEREUNDER. IF THIS PROVISION DOES NOT APPLY TO ACTIONS ARISING UNDER THE SECURITIES ACT OR EXCHANGE ACT, PLEASE ENSURE THAT THE EXCLUSIVE FORUM PROVISION IN THE GOVERNING DOCUMENTS STATES THIS CLEARLY.**

IN ADDITION, UNDER AN APPROPRIATELY TITLED RISK FACTOR PLEASE DESCRIBE THE EXCLUSIVE FORUM PROVISION AND THE TYPES OF ACTIONS TO WHICH IT RELATES, AND DISCLOSE THAT SUCH A PROVISION MAY LIMIT A SHAREHOLDER'S ABILITY TO BRING A CLAIM IN A JUDICIAL FORUM THAT IT FINDS FAVORABLE FOR DISPUTES WITH THE COMPANY AND ITS DIRECTORS, OFFICERS, OR OTHER EMPLOYEES AND MAY DISCOURAGE LAWSUITS WITH RESPECT TO SUCH CLAIMS.

Response: Article Tenth of Exhibit 3.2 was removed in its entirety in response to the Staff's comments.

Please call me at 212 407-4866 if you would like additional information with respect to any of the foregoing. Thank you.

Sincerely,

/s/ Giovanni Caruso
Giovanni Caruso
Partner
