

June 1, 2022

Avanish Vellanki  
Chief Executive Officer  
Rain Therapeutics Inc.  
8000 Jarvis Avenue, Suite 204  
Newark, CA 94560

Inc.

Statement on Form S-3

Re: Rain Therapeutics

Registration

Filed May 27, 2022  
File No. 333-265297

Dear Mr. Vellanki:

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.

Please contact Joshua Gorsky at 202-551-7836 with any questions.

Sincerely,

Division of Corporation Finance

Office of Life Sciences

cc:

Branden C. Berns, Esq.