



December 11, 2017

*Via EDGAR and Federal Express*

U.S. Securities and Exchange Commission  
Division of Corporate Finance  
100 F Street, N.E.  
Washington, D.C. 20549

Attention: Katherine Bagley

Re: Ocean Power Technologies, Inc.  
Registration Statement on Form S-3  
File No. 333-221867

Dear Ladies and Gentlemen:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, Ocean Power Technologies, Inc. (the "Company"), the registrant under the registration statement on Form S-3, File No. 333-221867 (the "Registration Statement"), respectfully requests that the Registration Statement be declared effective at 4:00 p.m., Washington, D.C. time, on December 12, 2017, or as soon as practicable thereafter.

Very truly yours,

OCEAN POWER TECHNOLOGIES, INC.

/s/ Matthew T. Shafer

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Matthew T. Shafer  
*Chief Financial Officer*