

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

CORPORATION FINANCE

Mail Stop 3561

April 17, 2017

George H. Kirby Chief Executive Officer Ocean Power Technologies, Inc. 1590 Reed Road Pennington, New Jersey 08534

Re: Ocean Power Technologies, Inc.

Registration Statement on Form S-1

Filed April 7, 2017 File No. 333-217209

Dear Mr. Kirby:

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 Scott Anderegg, Attorney-Advisor, at (202) 551-3342 with any questions.

Sincerely,

/s/ Lisa M. Kohl for

Mara Ransom Assistant Director Office of Consumer Products