



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

DIVISION OF  
CORPORATION FINANCE

October 5, 2018

James F. Parslow  
Chief Financial Officer  
Xenetic Biosciences, Inc.  
99 Hayden Ave, Suite 230  
Lexington, Massachusetts 02421

**Re: Xenetic Biosciences, Inc.**  
**Registration Statement on Form S-3**  
**Filed September 27, 2018**  
**File No. 333-227572**

Dear Mr. Parslow:

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 Irene Paik at 202-551-6553 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Healthcare & Insurance

cc: Danielle Price - Holland & Knight LLP