



DIVISION OF  
CORPORATION FINANCE

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

October 5, 2020

James Parslow  
Chief Financial Officer  
Xenetic Biosciences, Inc.  
40 Speen Street, Suite 102  
Framingham, Massachusetts 01701

**Re: Xenetic Biosciences, Inc.**  
**Preliminary Proxy Statement on Schedule 14A**  
**Filed September 30, 2020**  
**File No. 001-37937**

Dear Mr. Parslow:

We have reviewed your filing and have the following comment. In our comment, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this comment within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comments apply to your facts and circumstances, please tell us why in your response.

After reviewing your response to this comment, we may have additional comments.

Preliminary Proxy Statement on Schedule 14A

Proposal 4: Approval of the Common Stock Amendment, page 29

1. Please disclose whether you have any current plans, agreements, arrangements, or understandings, written or oral, to issue the additional authorized shares that may become available if the proposed Common Stock Amendment is approved.

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.

James Parslow  
Xenetic Biosciences, Inc.  
October 5, 2020  
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Please contact Margaret Schwartz at 202-551-7153 or Celeste Murphy at 202-551-3257 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: Caitlin Simkins