

**VERSUS SYSTEMS INC.**  
**1558 WEST HASTINGS STREET**  
**VANCOUVER BC V6G 3J4 CANADA**

April 25, 2024

**VIA EDGAR**

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

Re: **Versus Systems Inc.**  
**File No. 333-277161**  
**Registration Statement on Form S-4**

Ladies and Gentlemen:

Pursuant to Rule 461 of the General Rules and Regulations under the Securities Act of 1933, as amended, Versus Systems Inc. (the "Company") hereby requests that the above-captioned registration statement (the "Registration Statement") be declared effective at 4:00 p.m., Eastern Time, on Friday, April 26, 2024, or as soon thereafter as may be practicable.

We acknowledge that a declaration by the Commission or the staff, acting pursuant to delegated authority, that the Registration Statement is effective does not foreclose the Commission from taking any action with respect to the Registration Statement. We further acknowledge that such a declaration of effectiveness does not relieve the Company from our full responsibility for the adequacy and accuracy of the disclosure in the Registration Statement. We understand that we may not assert staff comments to the Registration Statement or the declaration of effectiveness by the Commission as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Should you have any questions regarding this matter or need any additional information, please contact the Company's legal counsel, Eric M. Hellige of Pryor Cashman LLP, at (212) 326-0846.

Very truly yours,

/s/ Matthew Pierce

Matthew Pierce

Chief Executive Officer

cc: Eric M. Hellige, Esq.