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**Via EDGAR**

**THE UNITED STATES SECURITIES  
AND EXCHANGE COMMISSION**  
Division of Corporation Finance  
Office of Healthcare and Insurance  
100 F Street, NE, Mail Stop 4546  
Washington, D.C. 20549

**Re:     Oxis International, Inc.  
       Registration Statement on Form S-1  
       Originally filed on August 24, 2016  
       File No. 333-213270**

To Whom It May Concern:

I am securities counsel to the Company. In light of recent decisions to change the direction of fund raising strategies for the Company, management has determined to withdraw the registration statement referenced above. Be advised that no securities were sold in connection with the offering that was anticipated pursuant to the registration statement.

Very truly yours,

/s/ Gary R. Henrie  
Gary R. Henrie  
Securities Counsel

**ACKNOWLEDGED AND AGREED**

/s/ Steven Weldon  
Steven Weldon  
CFO of the Company