

May 29, 2020

Mark Erlander
Chief Executive Officer
Cardiff Oncology, Inc.
11055 Flintkote Avenue
San Diego, CA 92121

Inc.

Statement on Form S-1

Re: Cardiff Oncology,

Registration

Filed May 22, 2020
File No. 333-238623

Dear Mr. Erlander:

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 Laura Crotty at (202) 551-7614 with any questions.

Sincerely,

Division of Corporation Finance

Office of Life Sciences

cc:

Jeffrey Fessler