



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

DIVISION OF
CORPORATION FINANCE

Mail Stop 3720

June 7, 2017

James C. Heckman, Jr.
President and Chief Executive Officer
theMaven, Inc.
2125 Western Avenue, Suite 502
Seattle, WA 98121

Re: theMaven, Inc.
Form 10-K for Fiscal Year Ended December 31, 2016
Filed May 10, 2017
File No. 001-12471

Dear Mr. Heckman:

We have reviewed your filing and have the following comments. Please comply with the following comments in future filings. Confirm in writing that you will do so and explain to us how you intend to comply. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to these comments 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 these comments, we may have additional comments.

Business, page 4

1. Please elaborate on the contents of your business plan. For example, provide an anticipated timeline for completion of various milestones, such as when you expect the platform to be completed and when users may start accessing the platform. Additionally, provide an estimate of the funds needed to complete your business plan.
2. Your business description mentions that theMaven platform will be available on a mobile application. Please clarify how the mobile application fits into your business plan, including when you expect the mobile application to be ready, whether you are currently developing the mobile application and, if not, when you expect to commence work on it. Additionally, disclose whether you expect the mobile application or the website to be the primary consumer-facing platform.

3. We note that you intend to develop two primary sources of revenue: online advertising and paid membership subscriptions. To the extent known, disclose the percentage of revenue you expect to receive from each source. Similarly, discuss how you anticipate being able to provide professional publishers with an ability to monetize superior to that of other platforms.
4. Please clarify whether you currently have any signed agreements with your proposed channel partners. We note your disclosure that your platform will serve a coalition of channel partners by invitation only. Please disclose how the company chooses prospective channel partners, including the factors you plan to consider when determining what individuals or entities will receive invitations, and clarify whether it is the subscribers or your marketing clients who you intend to recruit by invitation only.

Risk Factors

Investor confidence and market price of our shares may be adversely impacted if we are unable to attest to the adequacy of the internal controls over our financial reporting.... page 15

5. Please revise your risk factor heading on page 10 to remove the word “if” and replace it with language reflecting that you have in fact concluded there is a material weakness in your internal controls and procedures.

Management’s Discussion and Analysis of Financial Condition and Results of Operations

Research and Development Expenses, page 20

6. Please clarify your statements on pages 7 and 20 discussing the amount you have spent since inception on research and development expenses. We note that the table on page 20 shows research and development expenses of \$411,741, but that you also assert spending \$951,887 under the relevant subheading.

General and Administrative Expenses, page 20

7. We note that stock-based compensation accounted for a significant portion of your general and administrative expense. Please disclose any other significant components of general and administrative expenses and their related amounts that may enable your investors to better understand the cost of your business operations. Refer to Item 303(A)(3)(i) of Regulation S-K.

2. Basis of Presentation, page F-7

8. We refer to the table summarizing the calculation of the relative voting control on page F-15. In order that we may better understand the substance of the recapitalization transaction, please provide us a comparative table summarizing the number of shares and

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percentage ownership beneficially held by the officers and directors and 5% shareholders of each of the combining companies before the transaction and the combined company immediately after the transaction.

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.

You may contact Kathryn Jacobson, Staff Accountant, at (202) 551-3365 or Robert S. Littlepage, Accountant Branch Chief, at (202) 551-3361 if you have questions regarding comments on the financial statements and related matters. Please contact Joshua Shainess, Attorney-Adviser, at (202) 551-7951, Celeste M. Murphy, Legal Branch Chief, at (202) 551-3257, or me at (202) 551-3810 with any other questions.

Sincerely,

/s/ Celeste M. Murphy for

Larry Spirgel
Assistant Director
AD Office 11 – Telecommunications