

# SECURITIES AND EXCHANGE COMMISSION

## FORM UPLOAD

SEC-originated letters to filers

Filing Date: **2022-11-03**  
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### FILED FOR

#### **Bellevue Life Sciences Acquisition Corp.**

CIK: [1840425](#) | IRS No.: **845052822** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **UPLOAD**  
SIC: **6770** Blank checks

Mailing Address  
*10900 NE 4TH STREET,  
SUITE 2300  
BELLEVUE WA 98004*

Business Address  
*10900 NE 4TH STREET,  
SUITE 2300  
BELLEVUE WA 98004  
425-635-7700*

United States securities and exchange commission logo

November 2, 2022

Kuk Hyoun Hwang  
Chief Executive Officer  
Bellevue Life Sciences Acquisition Corp.  
10900 NE 4th Street, Suite 2300  
Bellevue, WA 98004

Sciences Acquisition Corp.  
Registration Statements on Form S-1  
2022

Re: Bellevue Life  
Amendment No. 3 to  
Filed October 7,  
File No. 333-264597

Dear Kuk Hyoun Hwang:

We have reviewed your amended registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments. Unless we note otherwise, our references to prior comments are to our oral comments issued on May 16, 2022.

Amendment No. 3 to Registration Statement on Form S-1

General

1.

With a view toward

disclosure, please tell us whether your sponsor is, is controlled by, or has substantial ties with a non-U.S. person. If so, also include risk factor disclosure that addresses how this fact could impact your ability to complete your initial business combination. For instance, discuss the risk to investors that you may not be able to complete an initial business combination with a U.S. target company should the transaction be subject to review by a U.S. government entity, such as the Committee on Foreign Investment in the United States (CFIUS), or ultimately prohibited. Disclose that as a result, the pool of potential targets with which you could complete an initial business combination may be limited. Further, disclose that the time necessary for government

Kuk Hyoun Hwang  
Bellevue Life Sciences Acquisition Corp.

November 2, 2022

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review of the transaction or a decision to prohibit the transaction could prevent you from completing an initial business combination and require you to liquidate. Disclose the consequences of liquidation to investors, such as the losses of the investment opportunity in a target company, any price appreciation in the combined company, and the warrants, which would expire worthless.

Risk Factors

If we seek stockholder approval of our initial business combination ..., page 32

2. We note disclosure in your risk factor that your sponsor, officers, directors and affiliates may purchase shares from public holders for the purpose of voting those shares in favor of a proposed business combination, thereby increasing the likelihood of the completion of the combination. Please explain how such purchases would comply with the requirements of Rule 14e-5 under the Exchange Act. Refer to Tender Offer Rules and Schedules Compliance and Disclosure Interpretation 166.01 for guidance.

You may contact Ameen Hamady at 202-551-3891 or Jennifer Monick at 202-551-3295 if you have questions regarding comments on the financial statements and related matters. Please contact Stacie Gorman at 202-551-3585 or David Link at 202-551-3356 with any other questions.

Sincerely,

FirstName LastNameKuk Hyoun Hwang

Division of Corporation

Finance

Comapany NameBellevue Life Sciences Acquisition Corp.

Office of Real Estate &

Construction

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cc: Gary J. Kocher, Esq.

FirstName LastName