

SECURITIES AND EXCHANGE COMMISSION

FORM UPLOAD

SEC-originated letters to filers

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FILED FOR

NUTRITION 21 INC

CIK:[744962](#) | IRS No.: **112653613** | State of Incorp.:**NY** | Fiscal Year End: **0630**

Type: **UPLOAD**

SIC: **2836** Biological products, (no disgnostic substances)

Mailing Address

*4 MANHATTANVILLE ROAD
PURCHASE NY 10577-2197*

Business Address

*4 MANHATTANVILLE ROAD
PURCHASE NY 10577-2197
9147014500*

Mail Stop 6010

December 10, 2007

Benjamin T. Sporn, Esquire
Vice President, General Counsel and Secretary
Nutrition 21, Inc.
4 Manhattanville Road
Purchase, New York 10577

**Re: Nutrition 21, Inc.
Registration Statement on Form S-3
Amendment no. 3 filed November 28, 2007
File No. 333-146450**

Dear Mr. Sporn:

We have limited our review of your filing to those issues we have addressed in our comments. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Incorporation of Certain Information by Reference, page 29

1. Please revise the disclosure in this section to include the Form 10-Q filed November 13, 2007.

General

2. We note your response to comment 5 and reissue the comment. The reference to registration of an additional 4.55 million additional shares in the fourth sentence of your response appears to be inconsistent with the statement that you intend to register only one third of the pre-transaction public float. You cannot register the

additional shares for resale until the later of:

- 60 days after the time that the selling shareholder and its affiliates have resold substantially all of the securities registered for resale; or
 - Six months after the effective date of the prior registration statement for the same selling shareholders or affiliates.
3. We note that in calculating the number of shares to be registered, you used 10% shareholders to calculate your pre-transaction public float. Additionally, we note that you used 5% shareholders to calculate the public float in the tables labeled “Prior Securities Transactions Between the Company and the Selling Stockholders or Affiliates of Selling Stockholders” and “Comparison of Registered Shares to Outstanding Shares.” Please revise to explain the reason for using 5% shareholders in some instances and 10% shareholders in others and why each percentage is the appropriate in calculating the outstanding float.

* * * * *

As appropriate, please amend your registration statement in response to these comments. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Act of 1933 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company’s disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event the company requests acceleration of the effective date of the pending registration statement, it should furnish a letter, at the time of such request, acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the

federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in connection with our review of your filing or in response to our comments on your filing.

We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. We will act on the request and, pursuant to delegated authority, grant acceleration of the effective date.

We direct your attention to Rules 460 and 461 regarding requesting acceleration of a registration statement. Please allow adequate time after the filing of any amendment for further review before submitting a request for acceleration. Please provide this request at least two business days in advance of the requested effective date.

If you have any questions, please call John L. Krug, Senior Counsel, at (202) 551-3862, Suzanne Hayes, Branch Chief, at (202) 551-3675, or me at (202) 551-3715.

Sincerely,

Jeffrey Riedler
Assistant Director

cc: Oscar D. Folger, Esq.