

November 28, 2022

Daniel Neville
Interim Co-Chief Executive Officer and Chief Financial Officer
Ascend Wellness Holdings, Inc.
1411 Broadway, 16th Floor
New York, NY 10018

Holdings, Inc.

Statement on Form S-3
2022

Re: Ascend Wellness

Registration

Filed November 22,

File No. 333-268534

Dear Daniel Neville:

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.

Stacey Gama at 202-551-3188 with any questions.

Please contact Doris

Sincerely,

Division of Corporation Finance

Office of Life Sciences

cc:

James Guttman, Esq.