



DIVISION OF  
CORPORATION FINANCE

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

January 29, 2025

Adam Stedham  
Chief Executive Officer  
VerifyMe, Inc.  
801 International Parkway, Fifth Floor  
Lake Mary, FL 32746

**Re: VerifyMe, Inc.**  
**Registration Statement on Form S-3**  
**Filed January 28, 2025**  
**File No. 333-284562**

Dear Adam Stedham:

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 Alexandra Barone at 202-551-8816 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Technology

cc: Alexander R. McClean, Esq.