

Eun Ah Choi

Senior Vice President

Global Head of Regulatory Operations

April 4, 2025

Division of Corporation Finance

U.S. Securities and Exchange Commission

100 F Street, N.E.

Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on April 4, 2025 The Nasdaq Stock Market (the "Exchange") received from Classover Holdings, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b)/A for the registration of the following securities:

Class B common stock, par value \$0.0001 per share

Warrants

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b)/A concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

