



DIVISION OF
CORPORATION FINANCE

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

October 22, 2024

Justin Floyd
Chief Executive Officer
RedCloud Holdings plc
50 Liverpool Street
London, EC2M 7PY
United Kingdom

**Re: RedCloud Holdings plc
Amendment No. 2 to Draft Registration Statement on Form F-1
Submitted October 9, 2024
CIK No. 0002027360**

Dear Justin Floyd:

We have reviewed your amended draft registration statement and have the following comment(s).

Please respond to this letter by providing the requested information and either submitting an amended draft registration statement or publicly filing your registration statement on EDGAR. If you do not believe a comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing the information you provide in response to this letter and your amended draft registration statement or filed registration statement, we may have additional comments. Unless we note otherwise, any references to prior comments are to comments in our September 27, 2024 letter.

Amendment No. 2 to Draft Registration Statement on Form F-1

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

Note 2 - Summary of Significant Accounting Policies

Revenue Recognition, page F-8

1. Please address the following as they relate to your data analytic services you began providing in 2024:
 - Tell us whether you are acquiring the data that is already available to you on your platform or whether the platform sellers are selling data that is not available on your platform;

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- If you are acquiring data that is already available on your platform, confirm that you did not have the right to use the data on your platform prior to entering into the data analytics agreements;
- Tell us the amount you incurred for acquiring the data during the six months ended June 30, 2024;
- Tell us if you are charging higher percentage fees for contracts with data analytics services; and
- Tell us why you are willing to purchase data to generate revenues for services that are incrementally “insignificant.”

Please contact Keira Nakada at 202-551-3659 or Theresa Brilliant at 202-551-3307 if you have questions regarding comments on the financial statements and related matters. Please contact Jenna Hough at 202-551-3063 or Mara Ransom at 202-551-3264 with any other questions.

Sincerely,

Division of Corporation Finance
Office of Trade & Services

cc: Justin Grossman