

MAXIM GROUP LLC  
300 Park Avenue, 16<sup>th</sup> Floor  
New York, New York 10022

May 10, 2024

*VIA EDGAR CORRESPONDENCE*

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549

**Re: Aethlon Medical, Inc.  
Registration Statement on Form S-1, as amended  
File No. 333-278188**

Ladies and Gentlemen:

Pursuant to Rule 461 of the General Rules and Regulations under the Securities Act of 1933, as amended (the "Act"), we, the underwriter, hereby request that the Securities and Exchange Commission (the "Commission") take appropriate action to cause the above-referenced registration statement on Form S-1 (the "Registration Statement") to become effective at 9:00 a.m., Eastern time, on Tuesday, May 14, 2024, or as soon thereafter as practicable.

Pursuant to Rule 460 under the Act, we wish to advise you that we have distributed as many copies of the Preliminary Prospectus dated April 25, 2024 to agents, dealers, institutions and others as appears to be reasonable to secure adequate distribution of the preliminary prospectus.

The undersigned, as underwriter, has complied and will comply with Rule 15c2-8 under the Securities Exchange Act of 1934, as amended. If you require any additional information with respect to this letter, please contact M. Ali Panjwani at (212) 326-0820 of Pryor Cashman LLP.

Very truly yours,

MAXIM GROUP LLC

By: /s/ Ritesh M. Veera  
Ritesh M. Veera  
Co-Head of Investment Banking

cc: M. Ali Panjwani, Esq.  
Pryor Cashman LLP