

May 4, 2022

**VIA EDGAR**

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Life Sciences  
100 F Street NE  
Washington, DC 20549

Attention: Tara Harkins  
Kevin Vaughn  
Jane Park  
Jeffrey Gabor

**Re: PepGen Inc.  
Amendment No 1 to Registration Statement on Form S-1  
Filed May 2, 2022  
File No. 333-264335**

Ladies and Gentlemen:

This letter is confidentially submitted on behalf of PepGen Inc. (the “**Company**”) in response to the comments of the staff of the Division of Corporation Finance (the “**Staff**”) of the U.S. Securities and Exchange Commission (the “**Commission**”) with respect to the Company’s Amendment No. 1 to Registration Statement on Form S-1, filed on May 2, 2022 (the “**Registration Statement**”), as set forth in the Staff’s letter dated May 3, 2022 addressed to James McArthur, Ph.D., the Company’s President and Chief Executive Officer (the “**Comment Letter**”). The Company is concurrently filing Amendment No. 2 to the Registration Statement (the “**Amendment No. 2**”), which includes changes to reflect responses to the Staff’s comments and other updates.

For reference purposes, the text of the Comment Letter has been reproduced herein with responses below each numbered comment. For your convenience, we have italicized the reproduced Staff comments from the Comment Letter. Unless otherwise indicated, page references in the descriptions of the Staff’s comments refer to the Registration Statement, and page references in the responses refer to Amendment No. 2. All capitalized terms used and not otherwise defined herein shall have the meanings set forth in Amendment No. 2.

The responses provided herein are based upon information provided to Goodwin Procter LLP by the Company.

Amendment No. 1 to Registration Statement on Form S-1 filed May 2, 2022

PGN-EDO51, page 3

1. *We note your response to prior comment 1. Given that you did not conduct head-to-head trials with EXONDYS 51 and DYNE-251, please remove these comparisons. Please also disclose more information about R6G-PMO so that investors can make a meaningful comparison. Please also expand your disclosure to discuss the meaning of PGN-EDO51 having “greater activity” than R6G-PMO.*

**RESPONSE:** The Company respectfully advises the Staff that it has revised its disclosure on pages 2, 3, 4, 119, 120 and 128 to remove references to non-head-to-head comparisons of its PGN-EDO51 candidate to EXONDYS 51 and DYNE-251. In addition, the Company advises the Staff that it has revised its disclosure on pages 3, 4 and 120 to provide more information about R<sub>6</sub>G-PMO, its structure and the Company’s use of the compound in its head-to-head preclinical studies of PGN-EDO51. The Company has also revised its disclosure to clarify that its reference to “greater activity” is intended to convey observations of more exon skipping activity of PGN-EDO51 seen in its head-to-head preclinical studies.

\*\*\*

If you should have any questions regarding the enclosed matters, please contact me at (650) 752 3355.

Sincerely,

/s/ James Xu, Esq.

James Xu, Esq.

Enclosures

cc: James McArthur, Ph.D., President and Chief Executive Officer, *PepGen, Inc.*