

December 7, 2022

Chao Xu
General Counsel
Xiao-I Corporation
7th floor, Building 398, No. 1555 West
Jinshajiang Rd
Shanghai, China 201803

Re: Xiao-I Corporation
Amendment No. 3 to

Draft Registration Statement on Form F-1
23, 2022

Submitted November

CIK No. 0001935172

Dear Chao Xu:

We have reviewed your amended draft registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

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 our comments apply 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 these comments and your amended draft registration statement or filed registration statement, we may have additional comments. Our references to prior comments refer to comments in our November 9, 2022 letter.

Amendment No. 3 to Draft Registration Statement on Form F-1

Prospectus Summary
Consolidation, page 18

1. Please revise to also provide condensed consolidating schedules for June 30, 2022 and June 30, 2021. Similarly revise your disclosure regarding Transfers of Cash to and from the VIE to update for June 30.

Chao Xu
FirstName LastNameChao Xu
Xiao-I Corporation
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FirstName LastName
Capitalization, page 82

2. We note your revised disclosure in response to prior comment 2. Please revise to clarify how the total cash payment would be determined if the IPO meets the enterprise market value criteria and occurs before the maturity of convertible loans, clarifying that the "convertible shares" market value would be the closing price of Xiao-I Corporation ADS on the day it lists on an exchange. Similarly revise your financial statement notes regarding the convertible loans. Additionally, please revise to provide capitalization disclosures as of the most recent balance sheet date included in the

filing, June 30, 2022.

Similarly provide Dilution disclosures as of June 30, 2022.

Management's Discussion and Analysis of Financial Condition and Results of Operations
Liquidity and Capital Resources, page 97

3. We note your response to prior comment 2. Please revise to quantify the convertible

loans, the VIE's intent to cash settle such borrowings, the expected timing of the cash

payment and how the company intends to fund the settlement of the borrowings. Refer to

Item 5.B.3 of Form 20-F.

Consolidated Financial Statements

Note 2. Summary of Significant Accounting Policies

(p) Revenue Recognition, page F-18

4. We note your response to prior comment 6 which indicates that the amount of contract

costs recognized as cost of revenues was impacted by the restatement.

Please revise

to provide a cross-reference to the restatement note disclosures.

Condensed Consolidated Financial Statements

Note 1. Organization and Principal Activities, page F-47

5. Please revise the header "Percentage of Ownership" for the VIE and Subsidiaries of VIE

to be consistent with the header on page F-9 which refers to the

"Percentage of

beneficial ownership for purposes of accounting.

Note 10. Accrued expenses and other liabilities, page F-55

6. In footnote (2) you state that if the Group receives investment income from Zhizhen

Guorui prior to the loan's maturity date, the Group shall repay the

loan with investment

income. Please revise to describe the nature of investment income from

Zhizhen Guorui

that would be payable to the third party and describe any restrictions

or conditions related

to the amount and timing of investment income that would be payable to

the third party.

Chao Xu

FirstName LastNameChao Xu

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FirstName LastName

Note 16. Subsequent Events, page F-63

7. In your response to prior comment 7 you state that you will reclassify the convertible

loans as the VIE's decision to settle by cash left no convertible

feature in the loans. If the

Investment Agreements for the convertible loans were not amended to

remove the

conversion feature, please retain the convertible loan

characterization in any updated

financial statement disclosures. Additionally, revise to disclose the

extension of the

maturity date for the Guoqiang Chen convertible loan and the repayment

of the Jinzhi Li

loan.

You may contact Joyce Sweeney, Senior Staff Accountant, at (202)

551-3449 or

Christine Dietz, Senior Staff Accountant, at (202) 551-3408 if you have

questions regarding

comments on the financial statements and related matters. Please contact Charli

Gibbs-Tabler,

Staff Attorney, at (202) 551-6388 or Mitchell Austin, Staff Attorney, at (202)

551-3574 with any

other questions.

Sincerely,

Division of

Corporation Finance

Office of

Technology

cc: Fred Summer