

November 9, 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. 2 to

Draft Registration Statement on Form F-1
26, 2022

Submitted October

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. Unless we note otherwise, our references to prior comments are to comments in our September 19, 2022 letter.

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

About this Prospectus
Conventions that apply to this Prospectus, page 1

1. We note the revisions you made in response to prior comment 5; however, you disclose that "in the context of describing our business, operations and consolidated financial information, we, us, or the Company are to Shanghai Xiao-i." As previously requested, please exclude the variable interest entity, Shanghai Xiao-i, from this definition and make appropriate revisions throughout your filing. Similarly, please revise your definition of the "Group" on page 6 to remove the VIE and the VIE's

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subsidiaries from this definition.
Capitalization, page 82

2. We note in your response to prior comment 15 that the VIE has decided to pay cash to the lenders upon completion of this offering. Please revise footnote (1) to reflect this decision, quantifying the total cash payment as of the most recent balance sheet date and disclosing the expected source of funds to cash settle these obligations. Additionally, if the intent is to use proceeds from this offering, ensure that such disclosure is accompanied

obligations. Also
revise to quantify the total cash to be paid to settle all outstanding
convertible loans. In
this regard, Section II of the Investment Agreement appears to adjust
the cash payment
calculation depending on the market value of the Proposed Listing
Company. Finally,
considering the VIE cash balance as of December 31, 2021 please
disclose the expected
source of funds that the VIE will use to pay cash to the lenders. In
this regard, in your
response you state that the VIE will settle liabilities on its own
without involving the
company.

Note 18. Restatement, page F-37

8. Please revise your restatement disclosures for the Statement of
Operations to include
the impact on operating income/(loss) before taxes and income tax
expense/(benefit). In
this regard, ASC 250-10-50-7(a) requires the disclosure of the effect
of the correction on
each financial statement line item. Also, please provide us with a
summary of how the
restatement was reflected and a qualitative discussion of the
adjustments. In this
regard, explain to us why the restatement resulted in a reduction in
the balance of
capitalized contract costs and deferred revenues at December 31, 2020
and 2021. Also,
describe for us the nature of the added cost of revenues and explain
why these costs were
not previously reflected in your Statements of Operations. Finally,
explain to us why
there was a lower amount of additional cost of revenues in the year
ended December 31,
2021 compared to 2020 despite the relatively larger amount of added
revenues in 2021.

Note 19. Subsequent events, page F-41

9. We note your revised disclosure and response to prior comment 15.
Please revise to
disclose the extensions of the Xu***, Shi***, and Chen *** loans and
the decision by the
VIE to pay cash to the lenders within ten working days after
completion of the listing date
to settle the outstanding convertible loans, quantifying the total
cash payment. Refer to
ASC 855-10-50-4(b).

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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,

FirstName LastNameChao Xu

Division of

Corporation Finance
Comapany NameXiao-I Corporation

Office of

Technology
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cc: Fred Summer
FirstName LastName