

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

DIVISION OF CORPORATION FINANCE

Mail Stop 4546

June 19, 2017

Christopher D.T. Guiffre President and Chief Executive Officer Cerulean Pharma Inc. 35 Gatehouse Drive Waltham, MA 02451

> Re: Cerulean Pharma Inc. Amendment No. 2 to the Preliminary Proxy Statement on Schedule 14A Filed June 13, 2017 File No. 001-36395

Dear Mr. Guiffre:

We have completed our review of your filing. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

/s/ Erin K. Jaskot, for

Suzanne Hayes Assistant Director Office of Healthcare and Insurance

Cc: Hal J. Leibowitz, Esq. Wilmer Cutler Pickering Hale and Dorr LLP