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April 6, 2022

**VIA EDGAR**

Ms. Jane Park  
Office of Life Sciences  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street N.E.  
Washington, D.C. 20549

**Re: HilleVax, Inc.  
Amendment No. 2 to Draft Registration Statement on Form S-1  
Submitted February 28, 2022  
CIK No. 0001888012**

Dear Ms. Park:

We are in receipt of the Staff's letter dated March 3, 2022 with respect to the above-referenced confidential draft amended Registration Statement (the "**Amended Draft Registration Statement**"). We are responding to the Staff's comments on behalf of HilleVax, Inc. ("**HilleVax**" or the "**Company**") as set forth below. Simultaneously with the submission of this letter, the Company is publicly filing via EDGAR the Registration Statement on Form S-1 (the "**Registration Statement**") responding to the Staff's comments and updating the Amended Draft Registration Statement.

The Company's responses set forth in this letter are numbered to correspond to the numbered comments in the Staff's letter. All terms used but not defined herein have the meanings assigned to such terms in the Registration Statement. For ease of reference, we have set forth the Staff's comments and the Company's response for each item below.

Amendment No. 2 to Draft Registration Statement submitted on February 28, 2022

Our amended and restated certificate of incorporation and amended and restated bylaws, page 75

1. We note your disclosure on page 75 that the exclusive forum in your amended and restated certificate of incorporation does not apply to suits brought to enforce a duty or liability created by the Exchange Act. Please ensure that the exclusive forum provision in your amended and restated certificate of incorporation states this clearly.

HilleVax's Response: The Company respectfully advises the Staff that the amended and restated certificate of incorporation filed as Exhibit 3.3 to the Registration Statement clearly states the foregoing Exchange Act provision.

Efficacy trials in adults, page 118

2. Please revise to disclose the number of participants enrolled in the Challenge trial for your LV01-103 product candidate.

HilleVax's Response: The Company has revised the disclosure on page 118 of the Registration Statement in response to the Staff's comment.

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Any comments or questions regarding the foregoing should be directed to the undersigned at (858) 523-3962. Thank you in advance for your cooperation in connection with this matter.

Very truly yours,

/s/ Matthew T. Bush

Matthew T. Bush  
of LATHAM & WATKINS LLP

cc: Tim Buchmiller, *Securities and Exchange Commission*  
Julie Sherman, *Securities and Exchange Commission*  
Terence O'Brien, *Securities and Exchange Commission*  
Robert Hershberg, M.D., Ph.D., *HilleVax, Inc.*  
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