

Morgan Stanley & Co. LLC
1585 Broadway
New York, New York 10036

Merrill Lynch, Pierce, Fenner & Smith
Incorporated
One Bryant Park
New York, New York 10036

October 1, 2018

VIA EDGAR

Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549
Attention: Mary Mast
Lisa Vanjoske
Chris Edwards
Irene Paik

**Re: Kodiak Sciences Inc.
Registration Statement on Form S-1
File No. 333-227237**

Acceleration Request

**Requested Date: October 3, 2018
Requested Time: 4:00 P.M. Eastern Time**

Ladies and Gentlemen:

In accordance with Rule 461 under the Securities Act of 1933, as amended (the “**Act**”), we, as representatives of the several underwriters, hereby join in the request of Kodiak Sciences Inc. (the “**Company**”) for acceleration of the effective date of the above-referenced Registration Statement, requesting effectiveness as of 4:00 P.M., Eastern Time, on October 3, 2018, or at such later time as the Company or its outside counsel, Wilson Sonsini Goodrich & Rosati, P.C., may request via telephone call to the staff of the Division of Corporation Finance of the Securities and Exchange Commission.

Pursuant to Rule 460 under the Act, we, as representatives of the several underwriters, wish to advise you that we have effected the following distribution of the Company’s preliminary prospectus dated September 24, 2018:

- (i) Dates of distribution: September 24, 2018 through the date hereof
- (ii) Number of prospective underwriters to which the preliminary prospectus was furnished: 4
- (iii) Number of prospectuses furnished to investors: approximately 950

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- (iv) Number of prospectuses distributed to others, including the Company, the Company's counsel, independent accountants, and underwriters' counsel: approximately 65

The undersigned, as representatives of the several underwriters, have complied and will comply, and we have been informed by the participating underwriters that they have complied and will comply, with Rule 15c2-8 under the Securities Exchange Act of 1934, as amended.

[Signature Page Follows]

Very truly yours,

MORGAN STANLEY & CO. LLC
MERRILL LYNCH, PIERCE, FENNER & SMITH
INCORPORATED

Acting severally on behalf of themselves and the several
Underwriters

MORGAN STANLEY & CO. LLC

By: /s/ Kalli Dircks

Name: Kalli Dircks

Title: Executive Director

MERRILL LYNCH, PIERCE, FENNER & SMITH
INCORPORATED

By: /s/ Michele A. H. Allong

Name: Michele A. H. Allong

Title: Authorized Signatory

[Signature Page to Underwriters' Acceleration Request]