

January 6, 2023

Re: Oculis Holding AG
Amendment No. 1 to Registration Statement on Form F-4
Filed December 12, 2022
File No. 333-268201

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Trade & Services
100 F Street, N.E.
Washington, D.C. 20549

Attn: Li Xiao
Daniel Gordon
Daniel Crawford
Ada D. Sarmento

Ladies and Gentlemen:

On behalf of our client, Oculis Holding AG, (the “**Company**”), this letter sets forth the Company’s responses to the comments provided by the staff (the “**Staff**”) of the Division of Corporation Finance of the U.S. Securities and Exchange Commission relating to the Company’s Amendment No. 1 to Registration Statement on Form F-4 (the “**Registration Statement**”) contained in the Staff’s letter dated December 20, 2022 (the “**Comment Letter**”). In response to the comments set forth in the Comment Letter, the Company has revised the Registration Statement and is filing Amendment No. 2 to the Registration Statement on Form F-4 (“**Amendment No. 2**”) together with this response letter. Amendment No. 2 also contains certain additional updates and revisions.

For the convenience of the Staff, each comment from the Comment Letter is restated in italics prior to the response to such comment. All references to page numbers and captions (other than those in the Staff’s comments) correspond to pages and captions in the Amended Registration Statement.

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Material Tax Considerations

United States Federal Income Tax Considerations to U.S. Holders, page 165

- 1. We note that you intend to provide a tax opinion concerning the tax treatment of the EBAC Mergers. Please remove any statement in this section that assumes the material tax consequences at issue (e.g., “Assuming that the EBAC Mergers qualify as an F Reorganization...”). Refer to Section III.C.3 of Staff Legal Bulletin No. 19 for guidance.*

Response: The Company acknowledges the Staff’s comment and has revised the disclosure on pages 166 and 171 of Amendment No. 2.

Business of Oculis and Certain Information about Oculis, page 197

- 2. We note your revisions in response to prior comment 8. Please also revise the disclosure on pages 199 and 209 stating that OCS-02 would become the first approved topical biologic to treat DED and uveitis if approved today to remove any implication that your product candidates have been proven effective or will receive regulatory approval.*

Response: The Company acknowledges the Staff’s comment and has revised the disclosure on pages 199 and 209 of Amendment No. 2.

Please do not hesitate to contact me at (212) 450-4322 or derek.dostal@davispolk.com if you have any questions regarding the foregoing or if we can provide any additional information.

Very truly yours,

/s/ Derek Dostal

Derek Dostal

cc Eduardo Bravo Fernandez de Araoz, Principal Executive Officer
Riad Sherif, Principal Financial and Accounting Officer
Michael Davis, Davis Polk & Wardwell LLP
Michal Berkner, Cooley LLP
Divakar Gupta, Cooley LLP