

**ZENAS BIOPHARMA, INC.**  
1000 Winter Street, Suite 1200  
Waltham, MA 02451

September 10, 2024

**VIA EDGAR**

Securities and Exchange Commission  
Division of Corporate Finance  
100 F Street, N.E.  
Washington, D.C. 20549

Attention: Tyler Howes and Chris Edwards, Division of Corporation Finance

Re: Zenas BioPharma, Inc.  
Registration Statement on Form S-1, as amended (File No. 333-281713)  
Request for Acceleration

Ladies and Gentlemen:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, Zenas BioPharma, Inc., a Delaware corporation (the "Company"), hereby requests that the effective date for the registration statement referred to above be accelerated so that it will be declared effective at 4:00 p.m. Eastern Time on September 12, 2024, or as soon as possible thereafter. The Company hereby authorizes Thomas Danielski or Nicholas Roper of Ropes & Gray LLP, counsel to the Company, to orally modify or withdraw this request for acceleration.

Please call Thomas Danielski or Nicholas Roper of Ropes & Gray LLP, counsel to the Company, at (617) 235-4961 or (617) 951-7116, as soon as the registration statement has been declared effective.

*[Signature page follows]*

---

Very truly yours,

ZENAS BIOPHARMA, INC.

By: /s/ Leon O. Moulder, Jr.

Name: Leon O. Moulder, Jr.

Title: Chief Executive Officer

cc. Joseph Farmer (Zenas BioPharma, Inc.)  
cc. Thomas Danielski (Ropes & Gray LLP)  
cc. Nicholas Roper (Ropes & Gray LLP)  
cc. Richard Segal (Cooley LLP)  
cc. Denny Won (Cooley LLP)

*[Signature Page to Acceleration Request]*

---