

**Greenrose Acquisition Corp.**  
**1000 Woodbury Rd., Suite #212**  
**Woodbury, NY 11797**

February 6, 2020

VIA EDGAR

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

**RE: Greenrose Acquisition Corp.**  
**Registration Statement on Form S-1**  
**File No. 333-235724**

Ladies and Gentlemen:

Greenrose Acquisition Corp. (the "Company") hereby requests, pursuant to Rule 461 promulgated under the Securities Act of 1933, as amended, acceleration of effectiveness of the above-referenced Registration Statement so that such Registration Statement will become effective at 4:00 p.m. EST on February 10, 2020, or as soon thereafter as practicable.

Very truly yours,

GREENROSE ACQUISITION CORP.

By: /s/ William F. Harley III  
Name: William F. Harley III  
Title: Chief Executive Officer

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