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AETHLON MEDICAL INC  
Form RW  
May 02, 2008

AETHLON MEDICAL, INC.

3030 BUNKER HILL STREET, SUITE 4000  
SAN DIEGO, CALIFORNIA 92109

May 2, 2008

VIA EDGAR

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Division of Corporate Finance  
100 F Street, N.E.  
Washington, D.C. 20549

RE: AETHLON MEDICAL, INC.  
REGISTRATION STATEMENT ON FORM SB-2  
FILE NO. 333-149164  
FILED: FEBRUARY 11, 2008  
LADIES AND GENTLEMAN:

Reference is made to the above-captioned registration statement filed by Aethlon Medical, Inc. (the "Registrant") with the Securities and Exchange Commission on February 11, 2008 (the "Registration Statement").

The Registrant has determined to withdraw the Registration Statement. The filed Registration Statement has not become effective. No securities have been sold under the Registration Statement. Accordingly, the Registrant hereby requests the immediate withdrawal of the Registration Statement together with all exhibits thereto. The Registration Statement related to the registration of certain shares of stock to be issued and sold under a certain common stock purchase agreement (the "Purchase Agreement") dated March 21, 2007. On May 1, 2008, the Registrant entered into a Mutual Termination Agreement to terminate the Purchase Agreement and each party's rights and obligations to buy and sell shares of common stock thereunder as well as the obligation to file and maintain the Registration Statement. Accordingly, the Registrant seeks to withdraw the Registration Statement as there is no obligation to register any of the shares to be sold, under the terminated Purchase Agreement.

Please forward copies of the order consenting to the withdrawal of the Registration Statement to the undersigned via facsimile at (858) 332-1739, with a copy to Jennifer A. Post, Esq. at Richardson & Patel LLP at (310) 208-1154.

Please do not hesitate to call the undersigned at (858) 459-7800 or Jennifer A. Post of Richardson & Patel LLP at (310) 208-1182 with any questions you may have regarding this letter. Very truly yours, Aethlon Medical, Inc.

BY: /S/ JAMES A. JOYCE

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CHIEF EXECUTIVE OFFICER