

February 2, 2015

Via EDGAR Submission

Securities and Exchange Commission
Division of Corporation Finance
100 F Street N.E.
Washington, DC 20549-7010

**Re: Carbylan Therapeutics, Inc.
Registration Statement on Form S-1
Filed December 29, 2014
File No. 333-201278**

Dear Ladies and Gentlemen:

In accordance with Rule 461 under the Securities Act of 1933, as amended (the "Act"), we, as the representative of the several underwriters, hereby join in the request of Carbylan Therapeutics, Inc. (the "Company") for acceleration of the effective date of the above-named Registration Statement so that it becomes effective at 4:30 p.m. Eastern Time on February 4, 2015, or as soon thereafter as practicable.

Pursuant to Rule 460 under the Act, we, as the representative of the several underwriters, wish to advise you that we have effected the following distribution of the Company's Preliminary Prospectus dated January 23, 2015:

- (i) Dates of distribution: January 23, 2015 through the date hereof
- (ii) Number of prospective underwriters to which the preliminary prospectus was furnished: 3
- (iii) Number of prospectuses furnished to investors: approximately 1,095
- (iv) Number of prospectuses distributed to others, including the Company, the Company's counsel, independent accountants, and underwriters' counsel: approximately 160

We, the undersigned, as the representative 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 the requirements of Rule 15c2-8 under the Securities Exchange Act of 1934.

(signature page follows)

Very truly yours,

LEERINK PARTNERS LLC

As the representative of the several underwriters

LEERINK PARTNERS LLC

By: /s/ Bryan Giraudo

Name: Bryan Giraudo

Title: Managing Director

(Signature Page to Acceleration Request Letter)