



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

March 13, 2013

Via E-mail

Jay R. Luly, Ph.D.  
President and Chief Executive Officer  
Enanta Pharmaceuticals, Inc.  
500 Arsenal Street  
Watertown, Massachusetts 02472

**Re: Enanta Pharmaceuticals, Inc.  
Amendment No. 4 to Registration Statement on Form S-1  
Filed March 5, 2012  
File No. 333-184779**

Dear Dr. Luly:

We have reviewed your amendment dated March 5, 2013 and have the following comment. Please respond to this letter by amending your registration statement as requested. If you do not believe this comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in a response.

After reviewing any further amendment to your registration statement and the information you provide in response to this comment, we may have additional comments.

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1. Please revise the dilution disclosure to present line items for historical net tangible book value per share and the amounts attributable to pro forma adjustments to arrive at pro forma net tangible book value per share.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comment, in the event you request acceleration of the effective date of the pending registration statement please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;

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- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

Sincerely,

/s/ Jeffrey P. Riedler

Jeffrey Riedler  
Assistant Director

cc: Nathaniel S. Gardiner, Esq.  
Stacie S. Aarestad, Esq.  
Edwards Wildman Palmer LLP  
111 Huntington Avenue  
Boston, Massachusetts 02199