



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

DIVISION OF  
CORPORATION FINANCE

September 28, 2023

Jonathan Maxwell  
Co-Chief Executive Officer  
SDCL EDGE Acquisition Corp  
60 East 42nd Street, Suite 1100  
New York, NY 10165

**Re: SDCL EDGE Acquisition Corp**  
**Preliminary Proxy Statement on Schedule 14A**  
**Filed September 5, 2023**  
**File No. 001-40980**

Dear Jonathan Maxwell:

We have completed our review of your filing. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

Division of Corporation Finance  
Office of Real Estate & Construction

cc: Lorenzo Corte, Esq.