

April 27, 2021

**Via EDGAR**

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549-3720  
Attention: Anne McConnell

**Re: Transphorm, Inc.  
Registration Statement on Form S-3  
File No. 333-255441  
Filed on April 22, 2021**

**Acceleration Request**

**Requested Date: April 30, 2021  
Requested Time: 4:00 P.M. Eastern Time**

Ladies and Gentlemen:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, Transphorm, Inc. (the “**Company**”) hereby requests that the above-referenced Registration Statement on Form S-3 (File No. 333-255441) (the “**Registration Statement**”) be declared effective at the “Requested Date” and “Requested Time” set forth above or at such later time as the Company or its counsel may orally request via telephone call to the staff of the Division of Corporation Finance of the Securities and Exchange Commission. Once the Registration Statement has been declared effective, please orally confirm that event with our counsel, Wilson Sonsini Goodrich & Rosati, P.C., by calling Erika Muhl at (650) 849-3352.

Sincerely,

TRANSPHORM, INC.

By: /s/ Cameron McAulay  
Cameron McAulay  
Chief Financial Officer

cc: Julia Reigel, Esq.  
*Wilson Sonsini Goodrich & Rosati, Professional Corporation*  
Erika Muhl, Esq.  
*Wilson Sonsini Goodrich & Rosati, Professional Corporation*