



DIVISION OF  
CORPORATION FINANCE

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

November 10, 2011

Via E-mail

Michael Handelman  
Chief Financial Officer  
Genesis Biopharma, Inc.  
11500 Olympic Boulevard, Suite 400  
Los Angeles, CA 90064

**Re: Genesis Biopharma, Inc.  
Amendment No. 2 to the Registration Statement on Form S-3  
Filed October 27, 2011  
File No. 333-175184**

**Form 10-K for the fiscal year ended December 31, 2010  
Filed April 14, 2011  
File No. 000-53127**

Dear Mr. Handelman:

We have reviewed your response to our letter dated September 30, 2011, and have the following additional comment.

Our Business – History and Organizational Matters, page 2

1. We note your response to prior comment six. Please relocate your revised disclosure in the first paragraph on page five to one of the opening paragraphs in this section.

Please contact J. Nolan McWilliams at (202) 551-3217 or me at (202) 551-3469 with any questions.

Sincerely,

/s/ Justin Dobbie

Justin Dobbie  
Legal Branch Chief

cc: Joseph A. Baratta, Esq.  
Baratta, Baratta & Aidala LLP