

January 23, 2013

**VIA EDGAR**

Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549  
Attn: Mr. Tim Buchmiller  
Ms. Mary Beth Breslin

Re: pSivida Corp.  
Registration Statement on Form S-3 (File No. 333-185549)

Ladies and Gentlemen:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, pSivida Corp. (the "*Company*") hereby respectfully requests that the effective date for its Registration Statement on Form S-3 (File No. 333-185549) (the "*Registration Statement*") be accelerated by the Securities and Exchange Commission (the "*Commission*") so that it will be declared effective by 4:00 p.m. Eastern Time on Wednesday, January 23, 2013 or as soon as possible thereafter.

The Company hereby acknowledges that:

- (i) should the Commission or the staff of the Commission (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;
- (ii) 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
- (iii) 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.

It would be appreciated if, as soon as the Registration Statement is declared effective, you would inform Mary Weber of Ropes & Gray LLP, counsel to the Company, at (617) 951-7391.

Very truly yours,

pSivida Corp.

By: /s/ Lori H. Freedman

Name: Lori H. Freedman

Title: Vice President of Corporate Affairs and  
General Counsel