

**Terns Pharmaceuticals, Inc.**  
**1065 East Hillsdale Blvd., Suite 100**  
**Foster City, California 94404**

March 10, 2022

**VIA EDGAR**

United States Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549-6010

Attention: **Michael Davis and Celeste Murphy**  
**Re: Terns Pharmaceuticals, Inc.**  
**Registration Statement on Form S-3 (Registration No. 333- 263370)**

Ladies and Gentlemen:

In accordance with Rule 461 under the Securities Act of 1933, as amended, we hereby request acceleration of the effective date of the Registration Statement on Form S-3 (File No. 333-263370) (the "**Registration Statement**") of Terns Pharmaceuticals, Inc. We respectfully request that the Registration Statement become effective as of 4:00 p.m., Washington, D.C. time, on March 14, 2022, or as soon as practicable thereafter. Once the Registration Statement has been declared effective, please orally confirm that event with our counsel, Latham & Watkins LLP, by calling Brian Cuneo at (650) 463-3014.

Thank you for your assistance in this matter.

Very truly yours,

**TERNS PHARMACEUTICALS, INC.**

By: /s/ Mark Vignola

Mark Vignola  
Chief Financial Officer

CC: Senthil Sundaram, Terns Pharmaceuticals, Inc.  
Bryan Yoon, Terns Pharmaceuticals, Inc.  
Brian Cuneo, Latham & Watkins LLP  
Tess Bloom, Latham & Watkins LLP  
Yasin Keshvargar, Davis Polk & Wardwell LLP