

May 9, 2022

Edward Robinson  
Chief Executive Officer  
Bright Green Corp  
401 East Las Olas Blvd.  
Suite 1400  
Ft. Lauderdale, FL 33301

Re: Bright Green Corp  
Amendment No. 3 to

Registration Statement on Form S-1

Filed May 6, 2022  
File No. 333-263918

Dear Mr. Robinson:

We have reviewed your amended registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments. Unless we note otherwise, our references to prior comments are to comments in our May 6, 2022 letter.

Amendment No. 3 to Registration Statement on Form S-1

Risk Factors  
Risks Related to Ownership of Our Common Stock  
The choice of forum provision in our planned amended and restated bylaws, page 22

1. We note your response to our prior comment 1 and reissue the comment in part. Please clearly state here as well as in your revised disclosure on page 49 whether this provision applies to actions arising under the Securities Act or Exchange Act. Additionally, please be certain your risk factor disclosure includes the risks that your exclusive forum provision may result in increased costs for investors to bring a claim.

Edward Robinson  
Bright Green Corp  
May 9, 2022  
Page 2

You may contact Tracey Houser at 202-551-3736 or Angela Connell at 202-551-3426 if you have questions regarding comments on the financial statements and related matters. Please contact Jessica Ansart at 202-551-4511 or Celeste Murphy at 202-551-3257 with any other questions.

Sincerely,

FirstName LastNameEdward Robinson

Division of

Corporation Finance  
Comapany NameBright Green Corp

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May 9, 2022 Page 2

cc: Rob Condon

FirstName LastName