

October 16, 2020

Rahul Nayar  
Chief Executive Officer  
Tenzing Acquisition Corp.  
250 West 55th Street, Suite 13D  
New York, NY 10019

Corp.  
Registration Statement on Form S-4  
2020

Re: Tenzing Acquisition  
Amendment No. 1 to  
Filed October 6,  
File No. 333-245057

Dear Mr. Nayar:

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.

Amendment No. 1 to Registration on Form S-4 filed October 6, 2020  
Satisfaction of 80% Test, page 124

1. We note your disclosure on page 123 indicating that the Tenzing Board considered previous offers received by Reviva. Please expand your disclosure to describe these offers and how they impacted the Board's analysis and determination.

2. Please include the date and month of each of the identified IPOs, merger transactions and the Karuna and Intra-Cellular clinical data readouts.

3. Please disclose whether there were other neuroscience clinical stage IPOs and mergers during the same timeframe as the IPO transactions presented. If there were, please discuss why they were excluded from your analysis.

You may contact Christine Torney at 202-551-3652 or Brian Cascio at 202-551-3676 if

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you have questions regarding comments on the financial statements and related matters. Please contact Jason L. Drory at 202-551-8342 or Suzanne Hayes at 202-551-3675 with any other questions.

FirstName LastNameRahul Nayar  
Corporation Finance

Sincerely,  
Division of

Sciences

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cc: Tamar Donikyan, Esq.

FirstName LastName