

August 29, 2023

Yili Kevin Xie
Chief Executive Officer
Gracell Biotechnologies Inc.
Building 12, Block B, Phase II
Biobay Industrial Park
218 Sangtian St.
Suzhou Industrial Park, 215123
People's Republic of China

Re: Gracell

Biotechnologies Inc.

Form 20-F for the

Fiscal Year Ended December 31, 2022

File No. 001-39838

Dear Yili Kevin Xie:

We have limited our review of your filing to the submission and/or disclosures as required by Item 16I of Form 20-F 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 these comments within ten business days by providing the requested information or advise us as soon as possible when you will respond.

After reviewing your response to these comments, we may have additional comments.

Form 20-F for the Fiscal Year Ended December 31, 2022

Item 16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections, page 221

1. We note your statement that you reviewed your register of members in the Cayman Islands and publicly available documents such as beneficial ownership reports on Schedule 13D or Schedule 13G in connection with your required submission under paragraph (a). Please supplementally describe any additional materials that were reviewed and tell us whether you relied upon any legal opinions or third party certifications such as affidavits as the basis for your submission. In your response, please provide a similarly detailed discussion of the materials reviewed and legal opinions or third party certifications relied upon in connection with the required disclosures under paragraphs (b)(2) and (3).

2. In order to clarify the scope of your review, please supplementally describe the steps you

Yili Kevin Xie
Gracell Biotechnologies Inc.
August 29, 2023
Page 2

have taken to confirm that none of the members of your board or the boards of your consolidated foreign operating entities are officials of the Chinese Communist Party. For instance, please tell us how the board members current or prior memberships on, or affiliations with, committees of the Chinese Communist Party factored into your determination. In addition, please tell us whether you have relied upon third party certifications such as affidavits as the basis for your disclosure.

3. With respect to your disclosure pursuant to Item 16I(b)(5), we note that you have included language that such disclosure is to our best knowledge. Please

supplementally confirm
without qualification, if true, that your articles and the articles of
your consolidated
foreign operating entities do not contain wording from any charter of the
Chinese
Communist Party.

We remind you that the company and its management are responsible for
the accuracy
and adequacy of their disclosures, notwithstanding any review, comments, action
or absence of
action by the staff.

Please contact Austin Pattan at (202) 551-6756 or Andrew Mew at (202)
551-3377 with
any questions.

FirstName LastNameYili Kevin Xie
Corporation Finance
Comapany NameGracell Biotechnologies Inc.

Program
August 29, 2023 Page 2
cc: Will Cai
FirstName LastName

Sincerely,
Division of
Disclosure Review