

August 2, 2021

Aaron Rollins
Chief Executive Officer
Airsculpt Technologies, Inc.
400 Alton Road, Unit TH-103M
Miami Beach, FL 33139

Re: Airsculpt
Draft Registration
Submitted July 6,
CIK No. 0001870940

Technologies, Inc.
Statement on Form S-1
2021

Dear Dr. Rollins:

We have reviewed your draft 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 providing the requested information and either submitting an amended draft registration statement or publicly filing your registration statement on EDGAR. 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 the information you provide in response to these comments and your amended draft registration statement or filed registration statement, we may have additional comments.

Draft Registration Statement on Form S-1 submitted July 6, 2021

Market and Other Industry Data, page i

1. Your statements that the accuracy and completeness of third party information is not guaranteed and that you have not independently verified any data from third-party sources may imply an inappropriate disclaimer of responsibility with respect to the third party information you have elected to include in your registration statement. Please either delete these statements or specifically state that you are liable for such information.

Aaron Rollins
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Airsculpt Technologies, Inc.Rollins
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Letter from the Founder and CEO, page iii

2. Please provide the basis for your statement that your AirSculpt method "allows [y]our surgeons to achieve superior results without the fatigue and strain that other technologies cause" and your belief that your treatment results "are firsts in the industry." Please also balance your disclosure here, that your method "plucks" ... "one fat cell at a time," and your disclosure in your prospectus summary section, that AirSculpt removes individual fat cells with a gentle plucking motion, by disclosing, if true, that

your procedure involves the insertion of cannulae into a treatment area similar to traditional liposuction.

Our Company, page 1

3. Although we note your disclosure that you use a proprietary and patented AirSculpt method, your moat is not clear. For example, we note you disclose that you "outsource" the manufacturing of key elements of the tools you use for the AirSculpt procedures to a single third-party manufacturer, Euromi, but it is not clear if you, Euromi or a third-party developed those elements, who owns the proprietary rights to those elements, or who pursued and received FDA approval for those elements. It also unclear if your competitors could use elements similar to Euromi's elements that could be used for laser liposuction procedures. We note in this regard that Alma Lasers appears to provide elements that may be similar. Please revise your disclosure as appropriate to clarify your moat, competitive position and what is proprietary to your business.

Prospectus Summary, page 1

4. Please revise your Summary to eliminate repetitive disclosure and focus on presenting a balanced discussion of the material aspects of your offering. Please note that the Summary should not include a detailed description of your competitive strengths and growth strategies. We note that this detailed information is better suited for the body of the prospectus and that your Business discussion already contains substantially the same presentation. Additionally the discussion of your competitive strengths and strategies should be accompanied by an equally prominent discussion of risks and obstacles to the strategy. The balancing discussion should be equally prominent in terms presentation and level of detail.

5. Please revise your Summary to clearly describe the Company's corporate structure, including that the Company is a holding Company that provides practice management services to professional associations through management services agreements. Please clearly explain the relationship between the Company, its wholly owned subsidiaries and the professional associations it contracts with.

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6. We note your disclosure on page F-7 that the Company was formed as a limited liability company under the laws of the state of Delaware pursuant to an agreement effective October 2, 2018 to facilitate the acquisition of EBS Enterprises, LLC f/k/a Rollins Enterprises, LLC. In the appropriate location in the prospectus, please describe the material terms of the acquisition that resulted in the formation of the Company.

7. Please revise to provide the basis for your statements that your treatment results are "best-in-class" and your belief that existing fat reduction and body contouring procedures are not as effective as AirSculpt.

Our Market Opportunity, page 2

8. You disclose that the global body fat reduction industry was estimated to be \$9.8 billion in 2020 and the North American body fat reduction industry was estimated

to be \$2.6 billion
in 2020. You also disclose on page 66 that your revenue is derived
from the delivery of
specialty, minimally invasive liposuction services. Please tell us
what the global body fat
reduction industry encompasses and why it would not be more
appropriate to disclose the
addressable market for laser or traditional liposuction, or a more
targeted market that you
address.
Our amended and restated certificate of incorporation after this offering will
designate courts in
the State of Delaware as the sole, page 47

9. Please revise your risk factor to disclose that there is also a risk
that your exclusive forum
provision may result in increased costs for investors to bring a
claim.
Use of Proceeds, page 48

10. We note your disclosure that you intend to use a portion of the net
proceeds from this
offering to fund your de novo growth strategy and that you intend to
use the balance of the
net proceeds for general corporate purposes and working capital.
Please revise to provide
more specific disclosure of the planned expenditures to fund your
growth strategy, as well
as the approximate amounts intended to be used for each such purpose.
For example, we
note your disclosure on page 63 that you plan to spend approximately
\$5.0-6.0 million in
expenditures related to adding procedure rooms to existing locations
and opening de novo
centers during fiscal year 2021. Additionally, to the extent proceeds
will be used to
service debt, please specify the interest rates and maturity of the
debt. Refer to Instruction
4 to Item 504 of Regulation S-K.
Overview, page 54

11. Please revise to provide the basis for your statements that you have
continued to solidify
your position as "the market leader" in fat removal and fat transfer.
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The Reorganization, page 54

12. Please revise to add a diagram showing the Company's corporate
structure before and
after the reorganization.
Management s Discussion and Analysis of Financial Condition and Results of
Operations
Key Operational and Business Metrics, page 57

13. Please address the following:
We note from page 12 that "Same-center revenue growth" of 9.8%
(2020) and N/A
(2019) appears to be the same measure as "Case Growth" from page
58. Please revise
or advise.
At the top of page 58 for the table of Same-Center Information,
you state "we define
same-center growth as the growth at facilities that we owned and
operated since
January 1, 2019", but do not present or quantify "same-center
growth." Please revise
or advise.
Please revise to explain what the "Number of same store
facilities" and "Number of
same store procedure rooms" represents (page 58) and how it
differs from "Number
of total facilities" and "Number of total procedure rooms" (page
58). We note that

you opened four centers in 2020 (page 55) and three in 2019 (page

62).

We note from pages 13 and 59 that Adjusted EBITDA is reconciled to
Income from operations. Please revise to reconcile to Net income (loss). Refer
to Question

103.02 of the SEC Staff's Compliance and Disclosure
Interpretations on Non-

GAAP Financial Measures.
Adjusted EBITDA and Adjusted EBITDA Margin, page 58

14. Please explain to us in detail why you believe the adjustment for
pre-opening de novo costs used in calculating Adjusted EBITDA is appropriate in light of
your growth

strategy. Please refer to Question 100.01 of the SEC Staff's
Compliance and Disclosure

Interpretations on Non-GAAP Financial Measures. In addition, please
expand the

description of the tabular disclosure on pages 13 and 59 to include
"Non-GAAP financial
measures."

Components of Results of Operations, page 60

15. You disclose cost of services also includes credit card fees. Please
explain your basis in

GAAP for including such costs within cost of services.

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Critical Accounting Policies and Estimates

Revenue Recognition, page 65

16. You disclose on page 66 that "customer contracts generally do not
include more than one

performance obligation", which is the "delivery of specialty,
minimally invasive

liposuction services." Noting from pages 3 and 72 that 24% of
procedures performed in

2020 and in the first quarter of 2021 included a fat transfer, please
address how you have

appropriately determined that a procedure including fat removal and
one or more fat

transfers represents only one performance obligation. Refer to ASC
606-10-25-14

through 25-15 and 606-10-25-19.

Unit-Based Compensation, page 67

17. Please revise to disclose whether you have granted any awards of
Profit Interest Units

during 2021 and the amount of compensation expense you expect to
recognize in 2021.

Clarify whether the weighted average fair value of \$278.99 of awards
granted in 2019

(page F-16) is the fair value of the actual award or the underlying
member units.

Our Technique, Training and Equipment, page 77

18. We note your disclosure that in connection with the AirSculpt method,
you currently use

an FDA-approved handpiece manufactured by Euromi S.A. Please revise to
clarify the

significance of the handpiece used in connection with the five step
process outlined on

pages 76-77. For example, it is currently not clear how use of this
handpiece results in an

improvement over traditional liposuction procedures.

19. We note your disclosure that your proprietary fat removal process uses
industry accepted,

FDA approved tools to grab, separate, and remove fat cells. Please
clarify whether the

procedure itself required any FDA review or approval.

Our Intellectual Property, page 79

20. Please revise your disclosure regarding your U.S. patents to specify

the type of patent protection granted.
Surgeon Practice Structure, page 80

21. Please discuss the terms of the agreements and arrangements with your professional associations. If the material terms of these arrangements vary, please describe the range of such terms. To the extent that these agreements are standard in format, please file a form of the agreement as an exhibit.

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Management, page 84

22. Please include the required disclosure for your directors.
Employment Agreements with Dr. Rollins and Mr. Zelhof, page 89

23. Please file the Employment Agreements with Dr. Rollins and Mr. Zelhof as exhibits to your registration statement. Alternatively, please explain to us why the filing of those agreements is not required.
Professional Services Agreement, page 92

24. Please clarify if the terms of the agreements described in this section, including the sponsor management fee, will continue after your public offering.
Principal Stockholders, page 94

25. Please identify the natural person or persons who directly or indirectly exercise sole or shared voting and/or dispositive power with respect to the common stock held by Vesey Street Capital Partners. Please also revise to include the address for Vesey Street Capital Partners. Refer to Item 403 of Regulation S-K.
Consolidated Financial Statements
Consolidated Statements of Operations, page F-4

26. We note that you present a functional statement of operations. Please revise to disclose which functional categories rent expense relates to, and if it is a component of more than one category, provide a breakdown of the categories.
Note 1 - Organization and Summary of Key Accounting Policies, page F-7

27. Regarding the section entitled "Recently Issued Accounting Pronouncements" on page F-12, you state "on January 1, 2019, the FASB issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers (Topic 606) using the modified retrospective approach." Please revise to clearly state the correct date the standard was issued and, separately, the date you adopted it.
Note 2 - Goodwill and Intangibles, Net, page F-12

28. Please revise to disclose the transactions giving rise to your goodwill and intangible assets, which account for approximately 80% of your total assets at December 31, 2020.

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General

29. Please provide us with copies of all written communications, as

defined in Rule 405 under
the Securities Act, that you, or anyone authorized to do so on your
behalf, present to
potential investors in reliance on Section 5(d) of the Securities Act,
whether or not they
retain copies of the communications.

You may contact Jenn Do at 202-551-3743 or Lynn Dicker at 202-551-3616
if you have
questions regarding comments on the financial statements and related matters.
Please contact
Deanna Virginio at 202-551-4530 or Tim Buchmiller at 202-551-3635 with any
other questions.

Sincerely,

Division of

Office of Life

Corporation Finance

Sciences

cc: Richard S. Bass, Esq.