

February 28, 2022

Larry Wu  
Chairman and Chief Executive Officer  
GigaCloud Technology Inc.  
Unit A, 12/F, Shun Ho Tower  
24-30 Ice House Street  
Central  
Hong Kong

Re: GigaCloud

Technology Inc.

Amendment No. 4 to

Draft Registration Statement on Form F-1

Submitted January

31, 2022

CIK No. 0001857816

Dear Mr. Wu:

We have reviewed your amended 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.

Amendment No. 4 to Draft Registration Statement on Form F-1 Submitted January 31, 2022

Cover Page

1. We note your amended disclosure in response to Comment 1, but the disclosure does not fully comply with the comment. Please revise the disclosure on your prospectus cover page to more prominently disclose that you are not a Chinese operating company but a Cayman Islands holding company, with operations conducted by your subsidiaries based in China and Hong Kong, and that this structure involves unique risks to investors. The current disclosure on your prospectus cover page only indicates that your "corporate structure involves unique risks to investors" based on the fact that "they are purchasing

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equity securities in a Cayman Islands holding company." Disclose that investors may never directly hold equity interests in your China- and Hong Kong-based subsidiaries and, in doing so, ensure that you explicitly reference your China- and Hong Kong-based subsidiaries. In this regard, we note the current disclosure on the prospectus cover page only refers to your "subsidiaries" in general, without explicitly referencing your China- and Hong Kong-based subsidiaries. Your disclosure should

acknowledge that Chinese regulatory authorities could disallow this structure, which would likely result in a material change in your operations and/or a material change in the value of the securities you are registering for sale, including that it could cause the value of such securities to significantly decline or become worthless. Include similar disclosure in your risk factors and provide specific cross-references here to your detailed discussion of each of the risks facing the company and the offering as a result of this structure.

2. We note your amended disclosure in response to Comment 2, but we note that it does not fully comply with the comment. Please further revise the prospectus cover page to more prominently disclose the legal and operational risks associated with being based in or having the majority of your operations in Hong Kong and thereby subject to political and economic influence from China. In this regard, the current disclosure on your prospectus cover page only addresses how the Chinese government has authority to exert political and economic influence on a company with operations in mainland China. Please also revise your disclosure to make clear that these risks could result in a material change in your operations and/or the value of the securities you are registering for sale or could significantly limit or completely hinder your ability to offer or continue to offer securities to investors and cause the value of such securities to significantly decline or be worthless. Your disclosure should also address how recent statements and regulatory actions by China's government related to China's extension of authority into Hong Kong, have or may impact the company's ability to conduct its business, accept foreign investments, or list on a U.S. or other foreign exchange. In addition, please disclose whether your auditor is subject to the determinations announced by the PCAOB on December 16, 2021 and whether and how the Holding Foreign Companies Accountable Act and related regulations will affect your company. Your prospectus summary should address, but not necessarily be limited to, the risks highlighted on the prospectus cover page.

3. Clearly disclose how you will refer to the holding company and subsidiaries when providing the disclosure throughout the document so that it is clear to investors which entity the disclosure is referencing and which subsidiaries or entities are conducting the business operations. We note your disclosure that "[i]n this prospectus, 'we,' 'us,' 'our company,' 'our,' 'our group,' 'GigaCloud,' or 'GigaCloud Technology' refer to GigaCloud Technology Inc, our Cayman Islands holding company, its predecessor entity, its `FirstName LastName`Larry Wu subsidiaries, its consolidated VIEs and any subsidiaries of its consolidated VIEs, as the `Comapany NameGigaCloud` context `Technology` requires." Refrain `Inc.` terms such as `we` or `our` when describing `from using` activities

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functions  
2 of a PRC or Hong Kong subsidiary.  
`FirstName LastName`  
Larry Wu  
`FirstName`  
`GigaCloud LastName`Larry  
`Technology Inc.`Wu  
`Comapany28,`  
February `NameGigaCloud`

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FirstName LastName

4. Provide a description of how cash is transferred through your organization. State whether any transfers, dividends, or distributions have been made to date between the holding company, its subsidiaries, or to investors, and quantify the amounts where applicable.

Prospectus Summary  
Risks Related to Doing Business in China, page 8

5. We note your response to Comment 3, and the amended disclosure you provided in your summary discussion of the risks related to doing business in China. Please enhance your disclosure in this section to include a more complete discussion of the significant regulatory, liquidity, and enforcement risks that being based in Hong Kong and having the majority of your operations in China and Hong Kong, poses to investors. For example, specifically discuss risks arising from the legal system in China, including risks and uncertainties regarding the enforcement of laws as well as China's extension of authority into Hong Kong, and that rules and regulations in China can change quickly with little advance notice. In addition, expand the fourth bullet point on page 8 to clarify that you are based in Hong Kong and the majority of your operations are in China and Hong Kong, if true. Please also expand this bullet point to clarify that the Chinese government may exert more control over offerings conducted overseas and/or foreign investment in China- and Hong Kong-based issuers, which could result in a material change in your operations and/or the value of the securities you are registering for sale. Further, please add disclosure in this section acknowledging any risks that any actions by the Chinese government to exert more oversight and control over offerings that are conducted overseas and/or foreign investment in China- and Hong Kong-based issuers could significantly limit or completely hinder your ability to offer or continue to offer securities to investors and cause the value of such securities to significantly decline or be worthless. Further, with respect to the risks you discuss here and that were identified in Comment 3, please provide specific cross-references to the individual risk factors that discuss the risks in greater detail.

As a related matter, we note your disclosure in the fourth bullet point on page 8 that, "The PRC government may . . . intervene in or influence our operations at any time, which could result in a material change in our operations and/or the value of our securities."

Please revise the language stating "value of our securities" to indicate "the value of the securities" you "are registering for sale."

Recent Regulatory Development

Cybersecurity Measures and Potential CSRC Filing For Overseas Listing, page 9

6. We note your amended disclosure on pages 9-10 in response to Comment 4, and we reissue our comment in part. While you state on page 10 that you do not believe you are required to file with the Cyberspace Administration of China (CAC) for a cybersecurity review, your disclosure in this section does not affirmatively state whether you or your subsidiaries are required to obtain any other permissions or approvals from any Chinese

Larry Wu

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authorities to operate your business and to offer the securities being registered to foreign

investors. Please also state whether you or your subsidiaries are covered by permissions

requirements from the China Securities Regulatory Commission (CSRC), CAC or any

other governmental agency that is required to approve your operations, and state

affirmatively whether you have received all requisite permissions or approvals and

whether any permissions or approvals have been denied. In instances where the

regulations governing such permissions or approvals have yet to go into effect, such

as the CSRC's Draft Overseas Listing Rules, please disclose whether you believe you

would be subject to such rules and regulations if they were enacted, as currently

proposed. In this regard, we note your risk factor disclosure on pages 54, 56, and 58

seems to suggest that you may be subject to the Draft Overseas Listing Rules if they were

enacted. Further, please also describe the consequences to you and your investors if you

or your subsidiaries: (i) do not receive or maintain such permissions or approvals, (ii)

inadvertently conclude that such permissions or approvals are not required, or (iii)

applicable laws, regulations, or interpretations change and you are required to obtain such

permissions or approvals in the future.

7. Please also revise this section to affirmatively state whether you and your subsidiaries are

covered by each of the laws and regulations of the People's Republic of China you discuss

in this section, such as the NDRC's and MOFCOM's Measures for the Security Review of

Foreign Investments. Additionally, if you do not believe you would be subject to any of

the rules or regulations discussed in this section, please explain why. As applicable, make

conforming revisions to the disclosure in your risk factors.

#### Risk Factors

##### Risks Related to Doing Business in China

We operate our GigaCloud Marketplace through our Hong Kong subsidiary . . . ,  
page 48

8. We note your response to Comment 6, and your amended disclosure included on page 48.

Please revise your disclosure in this risk factor to highlight the risk that the Chinese

government may intervene or influence your operations in Hong Kong at any time, which

could result in a material change in your operations and/or the value of the securities you

are registering.

The PRC government may exercise significant oversight and discretion over . . .  
.., page 53

9. Please revise your disclosure in this risk factor to specifically highlight the risk that the

Chinese government may intervene or influence your operations at any time, which could

result in a material change in your operations and/or the value of the securities you are

registering. In this regard, please also revise the phrase "the value of our securities" in the

heading of this risk factor to specifically state "the value of the securities" you "are

registering." Also, given recent statements by the Chinese government indicating an

intent to exert more oversight and control over offerings that are conducted overseas

and/or foreign investment in China- and Hong Kong-based issuers,  
acknowledge the risk

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that any such action could significantly limit or completely hinder your  
ability to offer or  
continue to offer securities to investors and cause the value of such  
securities to  
significantly decline or be worthless.

Risks Related to the ADSs and this Offering

Our ADSs may be delisted under the HFCA Act if the PCAOB is . . . , page 72

10. We note your disclosure that the United States Senate has passed the  
Accelerating

Holding Foreign Companies Accountable Act, which, if enacted, would  
decrease the  
number of non-inspection years from three years to two years.

Please add disclosure

that provides that, if enacted, this would reduce the time before your  
securities may be

prohibited from trading or delisted. Please make conforming revisions to  
your disclosure

on page 11.

Regulation, page 148

11. We note your response to Comment 7, and the amended disclosure on pages  
148-51

and 154-58. However, your amended disclosure is only partially responsive  
to the

comment. Please further revise your disclosure in this section to discuss  
the effects of

each of the various regulations that you describe here on your business,  
so that investors

can understand how the regulations are applicable to you, as well as the  
nature and degree

of impact of such regulations on your business.

Please contact Nicholas Lamparski at 202-551-4695 or Jennifer Lopez at  
202-551-3792

with any other questions.

FirstName LastNameLarry Wu

Corporation Finance  
Company NameGigaCloud Technology Inc.

Services  
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cc: Benjamin Su

FirstName LastName

Sincerely,

Division of

Office of Trade &