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VIA EDGAR

February 9, 2021

Office of Life Sciences
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549
Attention: Ms. Margaret Schwartz

**Re: Codiak BioSciences, Inc.
Acceleration Request for Registration Statement on Form S-1
File No. 333-252888**

Acceleration Request

Requested Date: February 11, 2021

Requested Time: 4:30 p.m., Eastern Time

Dear Ms. Schwartz:

Pursuant to Rule 461 under the Securities Act of 1933, as amended (the “**Act**”), Codiak BioSciences, Inc. (the “**Company**”) hereby requests that the effective date of the above-referenced registration statement (the “**Registration Statement**”) be accelerated to February 11, 2021, at 4:30 p.m., Eastern Time, or as soon thereafter as practicable, unless we or our outside counsel, Goodwin Procter LLP, request by telephone that such Registration Statement be declared effective at some other time. In making this acceleration request, the Company acknowledges that it is aware of its responsibilities under the Act.

Once the Registration Statement is effective, please orally confirm the event with our counsel, Goodwin Procter LLP by calling Daniel A. Lang at (212) 459-7095. We also respectfully request that a copy of the written order from the Securities and Exchange Commission verifying the effective time and date of the Registration Statement be sent to our counsel, Goodwin Procter LLP, Attention: Daniel A. Lang, by facsimile to (646) 558-4131 or by email to dlang@goodwinlaw.com.

[Signature page follows]

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If you have any questions regarding this request, please contact Daniel A. Lang of Goodwin Procter LLP at (212) 459-7095.

Sincerely,

CODIAK BIOSCIENCES, INC.

/s/ Douglas E. Williams

Douglas E. Williams, Ph.D.

Chief Executive Officer

cc: Linda C. Bain, *Codiak BioSciences, Inc.*
Yalonda T. Howze, Esq., *Codiak BioSciences, Inc.*
Stephen M. Davis, Esq., *Goodwin Procter LLP*
Daniel A. Lang, Esq., *Goodwin Procter LLP*