

**CATASYS, INC.**  
11601 Wilshire Boulevard, Suite 1100  
Los Angeles, California 90025

VIA EDGAR

Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street N.E.  
Washington, D.C. 20549

Re: Catasys, Inc. / Request For Withdrawal on Form RW for Registration Statement on Form S-1 (File No. 333-204587) (the "Registration Statement")

Ladies and Gentlemen:

Pursuant to Rule 477 under the Securities Act of 1933, as amended (the "Securities Act"), Catasys, Inc. (the "Company") hereby applies for the withdrawal of the Registration Statement and requests that the Securities and Exchange Commission (the "Commission") consent thereto as of the date hereof or at the earliest practicable date hereafter. No securities have been issued or sold under the Registration Statement. The Registration Statement has not been declared effective by the Commission. The Company submits this request for withdrawal as it does not intend to pursue the contemplated public offering at this time.

The Company respectfully requests, in accordance with Rule 457(p) under the Securities Act, that all fees paid to the Commission in connection with the filing of the Registration Statement be credited to the Company's account to be offset against the filing fee for any future registration statement or registration statements.

If you have any questions regarding this request, please contact the Company's legal counsel, Merav Gershtenman, Esq., of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., at (212) 692-6806.

Thank you for your assistance with this matter.

Sincerely,

CATASYS, INC.

By: /s/ Susan E. Etzel  
Susan Etzel  
Chief Financial Officer

cc: Terren S. Peizer (Chief Executive Officer, Catasys, Inc.)  
Kenneth R. Koch, Esq. (Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.)  
Merav Gershtenman, Esq. (Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.)