

OCULUS INNOVATIVE SCIENCES, INC.
1129 N. McDowell Blvd.
Petaluma, California 94954

January 22, 2007

VIA FACSIMILE AND ELECTRONIC SUBMISSION

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

Re: Oculus Innovative Sciences, Inc. — Registration Statement — Form S-1
Registration Number: 333-135584

Ladies and Gentlemen:

Pursuant to Rule 461 of Regulation C under the Securities Act of 1933, as amended, Oculus Innovative Sciences, Inc. (the “Registrant”) hereby requests that the effective date of the above-captioned registration statement on Form S-1 (as amended, the “Registration Statement”), relating to the registration of 4,025,000 shares of the Registrant’s Common Stock (including 525,000 shares subject to the underwriters’ over-allotment option), be accelerated so that it will be declared effective at 4:30 p.m., Eastern Time, on January 24, 2007 or as soon thereafter as may be practicable.

The Registrant acknowledges that should the Securities and Exchange Commission (the “Commission”) or the Commission’s staff (the “Staff”), acting pursuant to delegated authority, declare the Registration Statement effective, it does not foreclose the Commission from taking any action with respect to the Registration Statement. The Registrant also acknowledges that the action of the Commission or the Staff, acting pursuant to delegated authority, in declaring the Registration Statement effective, does not relieve the Registrant from its full responsibility for the adequacy and accuracy of the disclosure in the filings and the Registrant may not assert Staff comments, the comment process in general or this declaration of effectiveness by the Staff as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. The Registrant understands that the Staff will consider this request as confirmation by the Registrant of its awareness of its responsibilities under the federal securities laws as they relate to the offering of the securities covered by the Registration Statement.

Sincerely,

Oculus Innovative Sciences, Inc.

By: /s/ Robert E. Miller

Robert E. Miller
Chief Financial Officer

cc: Sylvia K. Burks, Esq.

Roth Capital Partners, LLC
24 Corporate Plaza Drive
Newport Beach, CA 92660

January 22, 2007

VIA EDGAR

Securities and Exchange Commission
Division of Corporation Finance
100 F Street NE
Washington, DC 20549

Re: Oculus Innovative Sciences, Inc.
Registration Statement on Form S-1 (Reg. No. 333-135584)

Ladies and Gentlemen:

Pursuant to Rule 461 under the Securities Act of 1933, as amended (the "Securities Act"), the undersigned, as the representative of the underwriters of the offering pursuant to the above-captioned Registration Statement, as amended, hereby joins in the request of Oculus Innovative Sciences, Inc. that the effective time of the above-captioned Registration Statement, as amended, be accelerated so that it will be declared effective at 4:30 p.m. (Eastern time), January 24, 2007, or as soon as practicable thereafter pursuant to Rule 430A under the Securities Act.

In connection with this acceleration request and pursuant to Rule 460 under the Securities Act, the following information is provided with respect to the distribution to date of:

(a) the preliminary prospectus dated January 3, 2007 (including the free writing prospectus dated January 10, 2007):

To Whom Distributed	Number of Copies
Underwriters	0
Institutional Investors	506
Individuals	882
Other Broker-Dealers	201
Total	1,589

and

(b) the preliminary prospectus dated January 8, 2007:

To Whom Distributed	Number of Copies
Underwriters	0
Institutional Investors	21

Individuals	617
Other Broker-Dealers	765
Total	1,403

With respect to Rule 15c2-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned has distributed or will distribute copies of the applicable preliminary prospectus at least 48 hours prior to the date confirmations of sale are expected to be mailed. In addition, each underwriter and each selected dealer, if any, will represent to the undersigned that it has and will comply with Rule 15c2-8 under the Exchange Act.

Very truly yours,

ROTH CAPITAL PARTNERS, LLC
as representative of the underwriters

By: /s/ Aaron M. Gurewitz

Name: Aaron M. Gurewitz

Title: Managing Director, Equity Capital Markets