UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

August 22, 2023

Clifton DuBose
Chief Executive Officer
Next Bridge Hydrocarbons, Inc.
6300 Ridglea Place, Suite 950
Fort Worth , TX 76116

Re: Next Bridge Hydrocarbons, Inc.
Registration Statement on Form S-1
Filed July 26, 2023
File No. 333-273442

Dear Clifton DuBose:

We have limited our review of your registration statement to those issues we have addressed in our 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 amending your registration statement and providing the requested information. 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 any amendment to your registration statement and the information you provide in response to these comments, we may have additional comments.

Registration Statement on Form S-1 filed July 26, 2023

Cover Page

1. Please revise your prospectus cover page to clarify the securities you are registering. In this regard, we note your prospectus cover page indicates that you are registering subscription rights to receive shares of common stock of a future subsidiary and the shares of common stock issuable upon the exercise of such subscription rights. Exhibit 107, however, indicates that you are registering only subscription rights.

2. Please provide all information not eligible to be omitted pursuant to Rule 430A of the Securities Act, including the number of subscription rights you are offering. Refer to Securities Act Rules Compliance and Disclosure Interpretations 227.02.

Prospectus Summary
Formation of Newco; the Back-In Interest and the Bronco Prospect, page 1

3. Please disclose the purpose of the to-be-formed Newco and discuss the differences in the investment opportunity represented by NBH versus Newco.

The Rights Offering, page 4

4. We note you disclose that the board has determined that pursuing a rights offering is in the best interests of NBH and its stockholders in that it would provide incentive to all NBH stockholders who hold their shares in "street name" to directly register such shares in the name of the stockholders with NBH's transfer agent. Please expand your disclosure here and elsewhere, as appropriate, to explain why it is in the best interests of NBH and its stockholders to require stockholders to directly register stockholders' shares with NBH's transfer agent in order to receive the subscription rights. In addition, clarify the significance of the 180-day holding period to be eligible for the subscription rights and quantify any costs or transfer fees that investors may be reasonably expected to incur in connection with the requirement to register with your transfer agent.

Risk Factors
Risks Related to this Offering
The Back-In Interest and the Bronco Assets may never have value, page 7

5. We note you disclose on page 33 that due to capital constraints you have no immediate plans to deploy the capital necessary to sell production from the various wells drilled on the Orogrande Project through 2022 to third parties and instead plan to use the results from these wells to determine your drilling plans for future wells, including well locations, target depths and designated acreage, in the Orogrande Project. Please discuss how your plans could impact the value of the Back-In Interest and Newco and the related risk to investors.

The Rights Offering
The Subscription Rights, page 68

6. We note you disclose here that each subscription right will entitle the holder to acquire one share of Newco common stock "at such time as NBH elects to spin-off Newco as an independent company." Please revise your disclosure throughout the filing, including in the prospectus cover page and the Prospectus Summary, to ensure it is clear that the subscription right to acquire shares of Newco common stock will only be exercisable at such time as NBH elects to spin-off Newco as an independent company.

Formation of Newco and Spin-Off, page 69

7. We note that after the formation of Newco and contribution of the Back-In Interest and Bronco Assets to Newco in the future, you will spin-off Newco to the holders who

exercise their subscription rights "upon the earlier of (i) the sale of NBH or a sale of all or substantially all of the Company's Orogrande Project or the Bronco Assets or (ii) five years following the effective date of the contribution to Newco of the Back-In Interest and the Bronco Assets." Please revise to clarify the expected timing of the formation of Newco, the contribution of the Back-In Interest and Bronco Assets to Newco and the Newco spin-off, and disclose any related risks, including the possibility that these transactions may not occur. In addition, please disclose how holders of subscription rights will be notified of the ability to exercise their subscription right.

General

8. We note that you have outlined a plan to transfer an option in your Orogrande prospect and interests in the Bronco prospect to an as-yet unformed subsidiary which you would then convey to investors who have registered their shares with your transfer agent.

Please expand your disclosures to describe the nature and terms of the option to be conveyed in the Orogrande prospect, including the manner by which the option could be exercised, the implications of exercise, and your estimate of its current value and the underlying assumptions. Please similarly describe the interests to be conveyed in the Bronco prospect, including the associated economic rights and responsibilities, along with details of your estimate of current value, and how and when you will decide on the level of the interests to be conveyed.

As it appears that you are contemplating a non-pro-rata distribution to shareholders in the conveyance of the new entity shares, also expand your disclosures to describe the accounting treatment that you believe will be required, the implications for measures of income available to common shareholders and computations of earnings per share, and provide your estimate of the reasonably possible range of shares that will qualify to receive the distribution, including the current number of shares and the corresponding percentage of outstanding shares that qualify in this regard.

9. Please revise to update your financial statements and accompanying Management's Discussion and Analysis of Financial Condition and Results of Operations to reflect the most recent quarter for which you have filed a quarterly report on Form 10-Q.

We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Refer to Rules 460 and 461 regarding requests for acceleration. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

You may contact Cheryl Brown, Staff Attorney, at (202) 551-3905 or Karina Dorin, Staff Attorney, at (202) 551-3763 with any questions.

Sincerely,

Division of Corporation Finance
Office of Energy & Transportation

cc: Jack Jacobsen